The Mask of Responsibility

by MS_Mike

Summary

Peter Parker is bitten by a genetically-altered spider and develops super human powers. Becoming the masked hero Spider-Man, he battles super-villains and common crooks alike, all the while trying to hold his mess of a life together.
The alarm buzzed angrily with a loud, harsh sound. Peter groaned and slowly reached out a hand to slap the alarm into silence. Sunlight streamed through the window, an irritating ray of color, as Peter hauled himself out of bed and stumbled to his bathroom. Without opening his eyes to face that crude light, he managed to brush his teeth, half-heartedly comb his hair, and tug some frayed jeans over his briefs. He was halfway down the stairs when he yawned, stretched, and blinked in the morning light.

"Well look who's up and ready for school." said a grey-haired man sitting at the kitchen table, Peter's Uncle Ben.

"Morning." Peter said halfheartedly, slumping into his seat at the table.

"Did you sleep alright Pete?"

"Yeah."

"Yeah, you must have." Uncle Ben leaned over his morning paper and picked at a spot of dried spittle on Peter's cheek. “I’d say you still have one foot in the sheets.”

“Better than one foot in the grave, right?” Peter responded, batting away his uncle’s hand and reaching for the cereal box on the table.

“You’ll get there one day.” Ben chuckled, squinting through his reading glasses at his paper. “Lord knows, I did.”

As Peter began to eat, Ben took a drink from his coffee and looked at his watch.

"I've got to run to work. Check on your aunt before you leave, okay?"

Peter nodded, still drowsy as his uncle grabbed his coat and hobbled out of the kitchen. He heard the front door open and close, then heard the sound of Uncle Ben’s ancient station-wagon backfire before roaring to life. It seemed like everything, save for Peter, was feeling the effects of age in this small, tired household.

Sighing, Peter finished his breakfast and loaded his bookbag before stopping his aunt's room on the way out. He gently woke her.

"Hey… Hey, Aunt May."

She was laying on her back, her shoulders propped on many pillows and a book in her lap.

"Peter," Her voice was weak, but she smiled at him just the same. "What time is it? You need to get to school."
"I'm going now, how are you feeling?"

“Oh,” She shifted uncomfortably. “I’m not too bad this morning.” She nodded to a collection of pill bottles on her nightstand. “Took my pills already, so I should be up in no time.”

Peter put on a smile.

*I wish, she's been out of commission for weeks.*

"Well, I'll see you later okay?" Peter blew his Aunt a kiss and she pretended to catch it, laughing, as he backed out of the room and left.

Midtown High was a perpetual hell on earth to students and teachers alike. The school was held together by mold and crumbling walls, and filled with wobbly desks that teetered threateningly at the slightest jostle. It was a wonder how the place hadn't been shut down yet, especially when Midtown's abysmal test scores were taken into consideration. Peter was a part of the small minority of students who excelled at standardized tests.

As he walked up the front steps, Peter lamented, old words spoken by his Uncle echoing in his ears.

“Wish we could send you to one of those fancy prep-schools, Peter. Lord knows you have the brains for it. Maybe after I get that promotion…”

But the promotions never came, so neither did the money, and thus Peter would be finishing high school at Midtown.

"Hey, Pete!" a voice called behind him. "Peter, wait up!"

Peter turned to see his best friend Harry Osborn bounding towards him. His old friend was one of the few things that made this school bearable – along with Doctor Connors, of course.

"Harry, what's up?" Peter fell into step with Harry.

"I need to see your Calc homework from last night, man." Harry was already taking a notebook out of his backpack. "There are just a few problems I don't understand."

"It's always great to see you too pal." Peter rolled his eyes, taking out his own notebook and handing it to Harry. "Just give it back at lunch, alright?" They walked through the front doors and into the building.

“Hell yeah,” Harry’s eyes glistened greedily as he took Peter’s work and began hastily comparing it to his own. “Thanks. My dad flipped shit when he looked at my report card last week. He’s been really irritable lately, I can't afford to not turn in anymore homework."

"Yeah," Peter said, absentmindedly. They had just entered the school and he spotted something near the front doors that caught his eye. He hurried to a large display case, Harry trailing behind. "Shit man, can you believe this?"

"What?" asked Harry.

"Look, someone vandalized that photo I took at the last choir contest." Peter pointed at several poorly drawn mustaches decorating the faces of a prominently-framed photograph.
Harry laughed.

"I'd say it's an improvement," He pointed, smearing the glass with his index finger, and indicated a short blonde girl sporting a fabulous bushy ensemble in the front row. “I don’t know what it is, but something about mustaches… you think it’d make the girls less cute, but no. It still works for me.”

He grinned at Peter, who wasn’t amused. Although Peter did silently agree that the blonde did look cute, mustache notwithstanding.

Harry clapped Peter on the shoulder.

"Cheer up, there will be more opportunities for you to stick your camera in people's faces, don't worry." A bell chimed from an intercom. "Come on, let's get to class."

"Parker!"

Oh great.

Peter had split with Harry to attend his first period, Biology, and was almost to the classroom when he suddenly found his path blocked by the barrel-chested Flash Thompson.

"Aren't you forgetting something?" He asked, flashing his yellow teeth. Peter sighed and reached into his pocket, pulling out a five-dollar bill.

Flash snatched it out of his hand. "Good boy." He put a meaty hand on Peter's chest and pushed him to the ground before swaggering down the hall. As was routine, Peter stood up and dusted himself off just as the bell rang. He sighed again and walked through the door, head low.

Doctor Curtis Connors looked up from his desk.

"Peter, you're late." He said, frowning.

"Sorry, Doctor Connors. I just missed the bell." Peter responded, slipping into his seat. This was an upper-level class with only a handful of students, making it hard to slip in unnoticed.

"Well, let's not let it happen again." Doctor Connors rifled through some papers on his desk and stood up. "Alright class, I've graded your tests on Hardy-Weinberg Equilibrium and I'm disappointed to say that nearly half of our class has failed." Everyone groaned loudly. Even in advanced courses, Midtown’s best was subpar.

Connors tucked a stack of papers under the stump that was his right arm and walked around class handing out tests with his good hand. The good doctor had lost his arm during his stint in the military, though he never gave more details about what happened. Peter looked at his test as it was placed on his desk.

"Another 100 for Mister Parker." Doctor Connors smiled at him before moving along down the row.

When class had ended, Peter packed up his things and was almost out the door when Connors called him back.

"Peter, can you wait a minute?" He asked.
"Sure," Peter had been hoping to get to his next class before being intercepted by Flash again. "What’s up, Doc?"

"I must say that I am impressed with your school work, no one in all my years of teaching has managed to keep a straight A in this course."

_Not hard to believe considering my competition._ Peter thought ruefully.

"Thank you, sir, I try." Peter said instead, making for the door again.

"I have to ask," Connors began, stopping Peter. "Have you considered what you’re going to do after you graduate?"

"Um, I was kind of planning on moving into the city and, you know, college and stuff."

"Really?" Connors smiled. "How vague. Well, if you would like to join my family and I for dinner tonight, I could show you around the ESU lab. I could show off my star pupil and give you a taste of what a real school looks like. Also, you could try some of my wife's brownies, no one else will."

"Wow – okay, sure!" Peter was taken by surprised. His mind started to race. "Okay I can get some photos of the lab for the school paper too! We're writing a story to inform kids about possible colleges and stuff."

"Then it’s settled! I'm teaching a class at ESU tonight around 6, meet me there and then dinner afterwards. Sound like a plan?"

"It does to me! See you, Doctor Connors."

Peter headed out into the hall where he bumped into someone. Fearing it was Flash, Peter recoiled, only for Harry to grab him by the elbow and steady him.

"Easy, man." Harry looked pass Peter to where Connors was preparing for his next class. "What was that about?"

"Doctor Connors invited me to dinner."

"Wow," Harry laughed "He asked you out? I knew he had something for you, gives you perfect grades all the time. That's freaking hilarious."

"Screw you." Peter snapped, although he found it hard not to chuckled as they headed down the hall together.

That night, Peter waited outside Doctor Connors' classroom at ESU. The sound of hundreds of feet thundered through the halls as the door opened releasing a wave of older students. Peter squeezed himself against a wall to avoid being swept away. He eyed the university students awkwardly. They looked so professional and intimidating. When the majority had gone by him slipped into the class.

Doctor Connors was at his desk packing his things. The room was crowded with lab tables for students and a multitude of very scientific and expensive-looking equipment. Peter immediately raised his camera for a picture.

"Ah, Peter, you're early." Doctor Connors said, blinking as Peter’s camera flashed.
"Well punctuality has always been a special skill of mine." Peter said as he weaved through the tables towards the doctor. Connors covered his eyes as Peter took a second photo.

"I suppose you're ready to get those shots then, huh?" He turned and motioned for Peter to follow him though a door and into the laboratory.

**Wow this place is so awesome!** Peter thought, his mouth drifting open.

"Is that a dilithium energy converter?" He asked rushing over to a particularly shiny machine. Connors smiled, resting his good hand in the pocket of his lab coat.

"Indeed it is. Good eye, Peter."

Lifting his camera, Peter took photos of almost every surface. This place was a wonderland to him.

"What's this?" He asked pointing to an odd-looking mechanism. It consisted of different spindles that spun around twisting a thin white strand into different shapes. It was hypnotizing to watch.

"This is a little project of mine," Connors reached onto a table next to the contraption and lifted a small silver pill. "I call it Bio-Cable. It's a type of wire I synthesized for electrical work, adhesive, elastic and very strong. A single container just like this could hold several hundred yards of the stuff. However, it acts as a poor conductor of electricity so as of now it has no real use."

"Pretty cool though." Peter mused as he examined the lab again. He paused when something else caught his eye. "What's this over here?"

Against a wall was a large shelf filled with small clear containers. Inside were dozens of spiders each with their own little box.

"That," Doctor Connors said, "is the real purpose of this laboratory, cross species experimentation. We are in the process of combining multiple genes from different species of spiders into a one genetically superior spider."

"Now that is cool."

"I'm glad you think…" Connors was interrupted by a knock on the door leading form the classroom. His wife and son entered, and Connors was quick to take Peter by the shoulder and steer him away from the spiders. "Peter let me introduce you to my family, this is Martha, my wife and one of ESU's greatest researchers, and my son, Billy."

"Nice to meet you." Peter said, shaking Martha Connors' hand.

"Likewise, it's always nice to meet one of Curt's prized students." Martha smiled at Peter before turning to her husband. "Are you showing him the lab? What do you think?"

"It’s awesome!"

“Well you could work here just like Curt one day, you know."

“Yes, but there’ll be time enough for that later. We should get going if we want to eat at a reasonable hour." Connors interjected, ushering everyone towards the door.

Peter was mildly disappointed. He hadn’t spent much time in the lab at all. He was taking one last look around the lab when he felt a sharp pain on his left hand.

"Ow!" he exclaimed, shaking it vigorously.
"Are you okay?" Martha asked.

"Yeah," Peter said looking at his hand which was already beginning to swell. "I think something bit me."

"Here let me see." Doctor Connors examined Peter's hand, then glanced over towards the cases full of spiders. He frowned then turned back to Peter's wound. "Hmm looks like a bee sting or spider bite."

Peter balked.

"It wasn’t one of your super spiders was it?" He asked, rubbing the bite as it began to itch.

"No, I’m sure it wasn’t." Connors chuckled. "I keep those locked up tight. There’s no way one could have gotten out. Let's get you to the house so we can fix you up."

Peter followed the Connors family from the lab, rubbing his hand all the while.

Peter waved goodbye to the Connors family as they drove away, having dropped him off at his aunt and uncle’s house. He scratched at the bandage around his hand. It was still throbbing painfully. When he got inside, he found his Aunt and Uncle were eating their own dinner.

"Peter," His Aunt May smiled. "How was school?"

"It was okay." Peter shuffled towards the stairs.

"Are you hungry? We got Pad Thai"

"No thanks I already ate." He disappeared up into his room. Uncle Ben smiled at his wife.

"Teenagers, they never seem have much time to chat do they?" He said.

"Nope," Chuckled May. "I guess not."

Up in his room, Peter swayed on his feet. The room spun, and he stumbled to his desk. Gripping the edge for support, he tried to reach his bed.

*What's happening? I felt fine earlier.*

Peter fell to the floor. Suddenly it felt as if his heart was trying to beat its way out of his chest. He started to panic. He opened his mouth and tried to call out to his aunt and uncle, but he merely managed a soft gasp before he passed out.

Blood splattered against the mirror. Norman Osborn grappled with a fit of coughing as he gripped the edges of the sink until his knuckles turned paper white. He looked up at the blood splattered mirror and into his pale face. He was a gaunt old man, close to death.

*What’s that old saying? Do not go softly into that good night. We’ll see.*

Osborn stood up straighter and used a pristine, white towel to wipe up the blood. He then picked
up his lab coat from where he had laid it on the counter and shrugged it on. He coughed softly, tasting copper.

This is my last chance. It must work.

He left the bathroom and started down the hallway to the laboratory. Years of planning and months of testing had come down to this. He didn't have time to spare. He looked around at all the scientists working. They were scribbling on paper or bending over microscopes.

I created this, all of this.

Oscorp, the pride and joy of Norman's life and the scientific juggernaut of the east coast. All of it could be taken away by the two trivial words, "lung cancer". It infuriated Norman how something so seemingly insignificant could come to bring him – a near god among men - to his knees, but no more.

Tonight, everything changes.

Norman used a special key, kept on a chain around his neck, to unlock a door in the rear of the lab and slipped out of sight. He coughed as he strode confidently to a computer bank affixed to the wall. Performance enhancers were the key. He could heal himself, heal anyone with his formula. He typed in a code into the computer and a compartment slide open in the wall.

I can change the world. I shouldn't waste time running tests and pouring over notes. Human trials are what I need.

And what better test subject than a man with no time. Norman Osborn took out a green vile and the compartment slide shut again. He seated himself on a chair and held the key to physical perfection in his hand.

Here goes nothing.

He uncapped the vile and drank.

Part II of The Mistakes We Make

Peter opened his eyes.

Well I'm not dead.

He jumped up off the floor and slammed his head into the ceiling.

"Damn!" He yelled, twisting around so that he landed in a crouching position on the floor, dust falling like snow around him. He looked up to see a dent in the ceiling.

"Peter, are you alright?" He heard a voice call from downstairs.

Peter felt the top of his head, no blood, no bump. He felt fine.

I feel awesome.
"Yeah, I'm good." He called.

"Okay, but watch your language."

"Yes, Ma'am"

Peter pulled off his old clothes from yesterday and got ready for school. He pulled a shirt over his head and bent to grab his shoes only to hear a loud rip.

"Wha?" Peter felt around to find that he had completely ripped open the back of his shirt. He took off the tattered remains and caught a look at himself in the mirror. "Holy shit." He breathed.

*I look awesome.*

No longer was he a skinny awkward-looking teenager. He was covered in lean muscle, completely toned. He looked at his alarm clock, he was running late. Grabbing another shirt, he carefully put in on and dashed down the stairs.

"Whoa!" said Uncle Ben as Peter zipped by.

"I'm going to be late, I'll see you later!" Peter called, racing out to the front door.

Uncle Ben looked at Aunt May.

"Looks like something put a spring in his step." He said. May nodded and turned back to her newspaper. "Do you need a ride to the doctors later? I can always switch sifts."

"No, no don't worry," May said "Anna Watson from next door is taking me."

"Alright, good. Just come home right after you're done okay." He kissed her forehead and grabbed his coat. "I'll see you tonight, love."

Peter jogged towards the bus stop but suddenly he didn't feel like using public transport, he felt like running. It was so easy now, it was as if he had been carrying around a hundred-pound weight for seventeen years and now someone finally took it off. He powered one foot before the other and pushed himself forward. He leapt over a fire hydrant and dodged around a streetlight as he continued his dash. The scenery around him should have been a blur, as fast as he moved, but everything was in perfect clarity.

*I feel invincible!*

Peter turned a sharp corner and started across the street. A horn blared to his right and time suddenly slowed down. He could sense the car coming and instinctively propelled himself up into the air. He spun like a gymnast to touch down lightly on the ground.

Except it wasn't the ground, and it wasn't even down. He was perched on the vertical, flat side of someone’s duplex . He looked at where his feet and hands touched the wall. He looked at the ground twenty feet below him and at the passersby, who were staring up at him, pointing and shouting.

*What the hell is this?*

Peter dropped to the ground and ran, away from the small crowd that was gathering. He tore off
down the sidewalk and came to a stop only when he had put five blocks between him and where he’d almost been roadkill. Funnily enough, the first thought into his head was:

*I'm not even tired.*

He stepped into an alley and leaned against the stone wall. Holding his hands in front of his face, he could see no difference, they were just normal hands. He examined the wall across from him and on a whim, he leapt to it, clinging to the surface. He pulled one hand up, then a leg, another hand, another leg. Over and over again, faster and faster until, Peter’s hand grabbed onto the top ledge of the building and he hoisted himself up. He stood high above the street with the wind whipping at his hair. He raised his arms above himself and yelled to the clouds.

"Flash Thompson can suck it!"

Peter got to school at around fourth period. He burst through the front doors smiling like no one walking into Midtown ever had. He checked his watch.

*Just in time for lunch.*

He found Harry sitting in their usual spot on the bleachers, however there was someone new sitting in Peter's spot. A someone with long dark hair, talking quickly and with great fervor.

"Uh, hey Liz." Greeted Peter as he approached the pair.

"Hey," Liz Allen responded, barely sparing him a glance. She turned back to Harry. "So tonight?"

"Sure why not." Harry began, but Liz was already standing.

"Great! I’ll see you tonight." Liz trotted down the bleachers without another glance, dark hair swishing like a horse’s tail. Harry watched her long after she was gone.

"I think I’m in love."

Peter plopped down next to him.

“What was that about?” He asked, momentarily forgetting his bizarre morning. No one, let alone girls, talked to him or Harry of their own volition.

"Liz’s parents are out of town this weekend so she’s having a party tonight. I think the only reason she invited me is cause I can get booze.” He explained, rather glumly. He looked at Peter seriously. “You should come too.”

“Yeah? Okay.” Peter agreed immediately. His confidence swelling as he remembered what he’d come to tell Harry in the first place.

*Should I tell him what happened? Hell, I don't even know what happened.* Peter mused.

Harry was talking.

“… Yeah but who am I kidding, with my grades I don't even know if my dad will let me go." He was saying.

"How is your dad doing anyways?” Peter asked.
"I guess he's alright, he doesn't talk to me about his cancer. He spends all his time at the lab."

Harry got up.

"Hey, where are you going? I just got here."

"I need to go ask my teacher something."

"Well, I'll go with you."

"No, it's okay," Harry looked at his shoes. "You should uh, meet me at Liz's tonight, okay?"

"Sure, I'll be there."

Harry nodded and walked away. Peter checked the time again.

_I got some time before next period, I should get some food. I'm freaking starving!_

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_**Wake up Wake up Wake up Wake up Wake up**_

Norman sat bolt upright, looking around wildly.

*What happened?*

He touched his head, it was warm and sticky, he pulled his hand away and found it to be covered in blood.

*Dammit, what now?*

Norman stood up and looked around. He was in the bathroom again. He stumbled to the sink and washed his hand, then grabbed the same towel from last night and wiped his head. Looking in the mirror he found that there was no cut on his balding scalp, no wound at all.

It wasn't his blood.

Behind him in the mirror Norman could see a pair of legs. He turned and found one of his scientists lying in a pool of blood.

"Oh god." Norman turned and rushed from the bathroom. "Help! Someone Help!"

*Did someone say, Help?*

Norman froze, the entire laboratory was destroyed, prone bodies were scattered everywhere along with wreaked machinery. He stood there his mouth open in a silent scream.

*Who did this?*

*We did this.*

*Who?*

*We Norman, We.*

*Who is we, who are you?!*
I am you, you are me. We are we.

Norman pressed his hands to either side of his head, squeezing hard. Tears pooled in his eyes and rolled down his face.

I don't understand. You don't belong!

I belong, you belong, and we belong together.

Norman ran, like a bolt of lightning. Through the door to his private lab, and to the smashed vile on the floor. He knelt there and wept, eyes squeezed shut, in the ruins of his greatest creation.

We are your greatest creation.

What do I do?

What do we do?

Norman stopped crying suddenly. He opened his eyes and looked towards the ceiling and laughed.

"HAAA HAAAA HAAA HAAA HAAAAAA!"

We we we we we we we we we we.

The elevator dinged and Harry Osborn stepped out into the lobby of the family penthouse. He dropped his bag on the polished floor and trudged into the lounge. He found what he was looking for behind the bar. He grabbed whatever alcohol he could carry and took it to his room where he stuffed it all in a duffle bag. The glass clinked together merrily, music to Harry’s ears.

Who cares if Liz only wants me for the booze, I'm a man who can deliver.

The sound of the elevator dinging again made Harry jump. He zipped up the bag and carefully brought it up over his shoulder. He stepped out of his room just in time to catch a glimpse of his father disappearing into his own bedroom.

Figures, he doesn't even say "Hi" to me anymore.

Harry looked away from his father's closed door and clutched his bag tighter.

Party time!

Peter wished that his new-found powers gave him the skill to turn invisible.

That would be so nice.

The music was loud, too loud to Peter’s newly sensitive ears. A group of people Peter only knew in passing mingled in the center of the room, gyrating against each other to the rhythm of the pounding bass. Peter was against a wall, a drink in his hand. He didn't like the taste of beer, but had taken the drink to be courteous more than anything else.
Where the hell is Harry?

Someone bumped into Peter and the drink sloshed out of his cup onto the floor.

"Sorry" said Peter, moving away from the mess. His attacker didn’t seem to mind though, nor did anyone else, and the puddle of beer was soon trampled underfoot. Peter absconded to the kitchen to look for napkins anyway, but changed his mind when he saw the door leading to the backyard.

Escape.

A couple sat outside on a bench studying each other’s faces and lips with high scrutiny, committing them to their memory. Peter turned away from them and looked at the night sky. He couldn't see the stars, it was too cloudy.

"Some party, huh?"

Peter turned. The girl was standing against the wall, nursing her own bear. Blonde hair, blue eyes, Peter recognized her immediately and his heart leapt into his throat.

He felt like was climbing the walls again.

"Yeah." was all he could manage.

"I'm Gwen," The girl extended her hand. "Gwen Stacy."

"Peter Parker." He returned the gesture – hands sweaty.

"Do you go to Midtown, Peter?"

"Yeah, so do you" Peter replied, a little too quickly. "I mean, I see you around. You’re in the choir!"

Oh god. Peter cringed. She knows she’s in the choir, you don’t need to say it. What do I do? Can I run-

"Yeah," Gwen laughed lightly, freezing Peter mid-though. “I am in the choir. Peter Parker sounds familiar. Are you with the school paper?"

"I take photos. I’m a photographer."

"Wow, that must be cool."

"If you like to smell like developing chemicals all the time then yes, I'd say it's pretty cool."

Gwen laughed again. Peter melted.

"What else do you do? Besides the newspaper stuff."

"I go to… uh," Peter gestured around the backyard. “Totally awesome parties and do cool stuff."

“This isn’t your scene, I guess?"

“No, is it that obvious?"

Gwen held up her thumb and index finger, a fraction of an inch apart.

“Just a little.” She said.
"What about you? You seem…" Time slowed down again, Peter’s voice trailed off, sounding distant in his own ears. As if compelled by an other-worldly force, he leapt forward and grabbed Gwen around the waist. She gasped, and in one smooth motion, he planted his feet against the wall and propelled the both of them away from where a barrage of paint filled balloons exploded in blossoms of color just where they were standing.

Peter landed in the grass with Gwen still in his arms.

"What was that?" She asked looking at the paint splattered patio.

“So much for that quarterback arm, Thompson. You missed him!" A voice shouted behind them.

Peter put Gwen on her feet and turned to face his would-be attackers. Flash and some of his cronies stood a few yards away with Liz Allen and… Harry.

"Well I won't miss this." Said Flash, stumbling forward, drunk.

"Harry?" Peter asked as he looked at his best friend. Harry was looking at his shoes.

"Hey Parker," Flash was coming at Peter. "Heads up!"

Peter caught Flash's fist easily and in a simple twist, snapped his arm. Flash yelled in pain and fell to the ground cradling his broken arm.

"What the hell!?" Liz ran to Flash's side. "Peter, what the fuck? You freak!"

Peter looked down at Flash, then at Harry who stood mouth and eyes wide open, and finally at Gwen who was eyeing Peter warily and stepping away.

"Get out!" Liz shrieked. "Get out of here!"

Peter ran.

"Mister Osborn, a Doctor Warren is here to see you."

Norman pressed a button on his intercom.

"Send him in."

He got up and strode over to the bar.

Who's been drinking all the liquor?

He fixed himself a drink and faced the door as it opened revealing one of Oscorp's senior scientists, Miles Warren.

"Doctor Warren, to what do I owe the pleasure?"

"Just a little business proposition." Warren said as he entered the room carrying a briefcase.

"Miles, you know that I don't make dealings within my home, call my secretary and request a meeting."

"Oh no," Said Warren as he opened his briefcase. "You are going to want to see this, right now."
Doctor Warren pulled out a laptop and flipped it open before setting it on the bar. Norman stood next to Warren as he started a video on the screen.

Norman was seen on the laptop, leaping onto a scientist and tearing him apart, before grabbing another and flinging them through the air like a rag doll. He twisted a scientist's neck into an odd shape before upper cutting one into the roof. He was a flurry of white as his lab coat swung around him in a flurry of death.

_The security tape!_ Oscorp gritted his teeth. _He knows!_  

_Kill kill kill kill kill._

Norman snapped the laptop in two and hurled the pieces, so they became lodged in the wood paneling of the walls. He turned on Warren  

"If you kill me, then my assistant will release this video to the press. Wouldn't everyone love to know what truly happened at the Oscorp Massacre?"

"What do you want?" Norman asked breathing heavily. It was a testament to Warren’s confidence that he didn’t shrink away in fear.

"An increase in salary of course and also whatever funding I want to whatever projects I want."

Norman gripped the edges of the bar.

"Blackmail! You're going to blackmail me with my own company!"

"This isn't your company any more, Mr. Osborn."

Norman watched Doctor Warren leave, before he uprooted the entire bar and slammed it down, cracking the polished flooring, and sending up a cloud of shredded wood and glass.

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**Part III of The Mistakes We Make**

When Peter got home he found his Aunt and Uncle sitting together at the kitchen table.

"What's going on?" He asked.

"Peter," Uncle Ben began, solemnly. "Sit down please."

_Oh no._

The doctors had found a tumor latched on to May’s spinal column. They cried, all three of the – although, Aunt May cried the least. She was accepting of the whole thing really, much to Peter’s frustration.

"Everyone must go sometime." She had said.

"What about treatment, there is radiation or chemo or something, right?" Peter wished he’d investigated this topic sooner. He should have known something like this was wrong. He was
supposed to be smart.

"Oh, Peter. We don't have the money for all that."

Peter rubbed his hands over his face and squeezed his eyes shut. Life wasn't fair. His parents had died before he could even get to know them, his best friend had betrayed him, and now his wonderful sweet Aunt May was going to die.

"No," Peter said, standing up. "No one dies!"

*If money is what we need, then money is what I'll get.*

Standing from the table, Peter made for his bedroom. Uncle Ben opened his mouth to call him back, but May silenced him with a hand on his arm.

“Let him stew.” She said. “We can talk more about it later.”

Up in his room, Peter was brainstorming furiously – pacing between his bed and his desk, as he often did when studying for particularly challenging tests.

*How to get money fast?*

He stopped at his bed, turned one-hundred and eighty degrees, and stared towards his desk.

*I’m not about to use my new powers to rob banks. Ben and May would kill me!*

He stepped over a pile of notebooks and old papers on the ground, and stopped next to his desk.

*No, what I need is an honest to god…*

"Wrestling competition, amateurs wanted, cash prize!" Peter read aloud, gazing down at a crumpled poster next to his desk chair. He had pulled it from a sign post a week ago because it was the perfect size and shape to make a paper luminary, but now he had another use for it.

*Now we’re talking.*

He snatched up the poster and admired the proud luchador depicted upon it. A thought came into his head.

*I am going to need a costume.*

---

"Peter, what are you doing with my sewing kit?"

"Nothing, Aunt May, school project."

*It was a genetically altered spider from Doctor Connors' lab that gave me these powers. It had to have been. Climbing walls, super strength and a spider-sense, it's all so clear!*

Peter opened his biology textbook scanning photos of spiders.

*A good costume requires inspiration. He scanned the selection of spiders. Brown, brown, brown, black, black, black, black and brown. Black and red?*

There on the page was a grotesque photo of a black widow spider.
"Peter why did you buy all this spandex?"

"Nothing, Aunt May, school project."

He found a book in the library on how to sew and took to it quickly. After sketching a few designs, he went to work crafting his chef-d'oeuvre. He took a pair of track shoes and cut off the soles in order to make the boots for his suit, then a pair of lenses off some sunglasses. Voila!

It looked kind of menacing actually. It was primarily black with red on the chest, and around the waist and shoulders. He spiced it up a bit with a small black spider emblem on the front and a larger, red one on the back. The boots and gloves were red too, so was the mask which had two large, mirrored lenses.

Peter looked at his suit, lying on his bed spread out. He picked up the mask and saw his reflection in the shiny eyes.

I'm doing this for a good reason, the right reason.

He pulled on the pants and boots, then the shirt and gloves, finally the mask.

If I'm going to be a spider, I'm going to need some webs.

Doctor Connors was teaching a class when he heard the loud crash come from his laboratory. Stopping mid-lecture, he rushed to find the skylight above had been broken and that nearly all of his Bio-Cable pellets were taken.

"Doctor Connors, should I call the police?" A student asked from the doorway.

His entire class was watching him.

"No, I'll do it. Class is dismissed for today." Connors responded, ushering them out.

The students left his room and Connors surveyed the damage. Now that he was alone, he stepped over the broken glass and made his way over to a heavy desk in the corner. With his good hand, Doctor Connors shifted the desk away from the wall to reveal a hidden safe. He opened it and breathed a sigh of relief before closing it.

"Well it looks like nothing else was taken. Thank god. What would someone want with my Bio-Cables though?"

A leather strap on each wrist, a little hot glue here and a little duct tape there. Now Peter found himself on a rooftop downtown, one step in front of him was empty space. He extended an arm and pressed two fingers to the palm of his hand. Instantly, a Bio-Cable was fired. It flew through the air and impacted the building opposite him. He gripped it in his hand, feeling the elasticity of the cord threatening to pull him off his perch.
Here goes everything!

Peter leapt and swung, his make-shift webbing carrying him forward. As he neared the building he fired off another web with his other hand pulling himself away and out into the air. He released both strands and fell like a brick; the most graceful brick in the world. He twirled through the air firing more webs and swinging to and fro. Finally, he allowed himself to land on top of a billboard, catching his breath. He wasn't tired in the least, he was exhilarated.

This has to be the best thing ever. Of all time.

The night of the wrestling match was here. Peter put his suit in a gym bag and slung it over her shoulder. He bounded down the stairs and was halfway to the door when his uncle stopped him, calling from his armchair in the living room.

"Where are you going?" He asked.

"I need to do some studying at Harry's, so I'm just going to take the train…"

"Don't lie to me Peter. You haven't talked to Harry in weeks." Rising from his chair, Ben joined Peter by the door. "What's going on? You've been acting very strange recently"

"It's nothing-"

"Look I know, this stuff with your Aunt isn't easy, but…"

"I'm going to see a girl okay!" Peter blurted out. Ben was taken aback.

"Really?"

"Yeah so just get off my case." Peter hurried out the front door and slammed the door shut. Rather than feeling proud of his deceit though, his shoulders slumped and he trudged down the side walk.

Why did I snap at him like that? He was only trying to help. Peter sighed. I just don't really want to talk about Aunt May right now.

Looking around to make sure no one was watching, Peter crouched down among the bushes. He put on his suit and stashed his clothes in the bag. He zipped off into the sky towards the heart of the city.

Swinging around a skyscraper, Peter reached out with his free hand and skimmed the smooth glass of the window. He had to get his head in the game. This was his chance to be useful, to really help. He could save someone's life, someone he loved.

"Next!" shouted a man from behind a desk.

Peter stepped up.

"Hello, I'd like to sign up please."

"Name please." The man never looked up.
"What?"

"What's your name kid, what are we going to call you?"

"Call me… Spider-Man"

"It'll do. Sign here."

Peter signed "Spider-Man" on the line and moved out of the line.

"This way sir." A rather girthy woman led Peter through a door, down some stairs and through a curtain to the arena floor. The first thing he noticed was the noise, people shouting and yelling. It reminded Peter more of a prison riot than a sporting event.

"Wow, this is it." He breathed.

"Mhmm," The woman replied. "Go stand over there."

Peter saw a group of six flamboyantly clad figures standing against the railing. He moved up next to them. Before them was the ring: a large square surrounded by rope and in the center stood an enormous man, clothed in leather and fur.

"Give it up ladies and gentlemen for the ferocious, hungry, terrifying, Kraven the Hunter!" Boomed an unseen voice.

Kraven paraded around the ring hands raised in the air, oozing a lot of confidence for a man wearing a cheetah-pelt vest.

*Looks like Chester the Cheeto Cheetah fell from glory. Oh how the mighty hath fallen.*

"Who can defeat this titan of terror?" came the voice again "We'll find out… tonight!"

"This is our cue," said a man dressed like a cactus. "Good luck!"

"Yeah good luck." Peter responded as he followed Cactus Man into the ring.

"Six against one! Can Kraven do it? What do you think?" the crowd roared in response. "Let's get this show on the road! Kraven the Hunter vs. the Sinister Six!"

*The Sinister Six? That's profiling in my opinion, he doesn't know anything about us.*

All the wrestlers raced forward at once towards Kraven, with the exception of Peter, who decided to wait for an opening. Kraven picked up one of his assailants and threw him from the arena where he landed with a sickening thud. Cactus Man took a swipe a Kraven but missed and received a kick to the gut for his troubles.

*So, wait wrestling is real?*

Kraven took two other competitors heads and slammed them together. They folded on top of each other like lawn chairs. A man dressed like Jamiroquai from the Virtual Insanity music video tried to get Kraven in a choke hold but he was promptly bucked off. Kraven gave a hearty laugh.

"Fools! You are no match for the mighty Kraven."

"I'm afraid you're wrong about that." Peter spoke, finally making his move. "Cause you just got poached!" He leapt forward and threw a punch.
"Not too hard. I don't know my strength yet. I don't want to take his jaw off."

His fist did connect with Kraven's jaw, however, and the champion wrestler was thrown backwards into the ropes. He slumped to the ground, unconscious.

The crowd was silent.

"Did you just say, 'you just go poached' to a man dressed in a cheetah costume?" Cactus Man asked getting to his feet.

"Shut up, your costume sucks."

"Give it up for the winners of tonight's match! The Sinister Six!" The place erupted in a wave of cheers and shouts.

"You knocked that guy out in one punch," Another wrestler, wielding a ballpeen hammer and cookie sheet for weapons, said. "What are you, man? Who are you?"

Under the mask, Peter grinned.

"I'm Spider-Man."

"Well here you are boys, this is your cut." Peter and his new team were each handed a single hundred-dollar bill.

"This is it?" He asked. "This is the prize for winning?" The rest of the Sinister Six were already out the door.

"It's the prize for participating," The manager said. "You were a part of a team, dipshit. That's your cut, an even sixth."

Peter weighed the bill in his hand.

"I thought there would be more."

"Well boo hoo. Go cry to mommy, Spidey."

Peter opened his mouth to argue, but the stingy manager already had his back turned. Furious, Peter stormed out.

*What a piece of shit.*

He made it to the stairs and was about to exit when he heard shouting behind him.

"Stop him, he's a thief!" A voice yelled.

Peter turned to see a stout man, dressed in black, with long hair running towards him. Peter moved out of the way and the guy dashed past him up the stairs and out of sight.

"What the fuck?!" The manager was in hot pursuit. "Why didn't you stop him? He's gonna get away!"

Peter turned to the man.
"Boo hoo." He said, and he walked up the stairs and into the night.

Red and blue lights flashed outside of the Parker household. Peter landed lightly on a house across from his.

*What's going on?*

He zipped down to the ground and changed quickly back into his street clothes, then rushed across the street. He was stopped by a ring of yellow tape tape just past the sidewalk.

"What's going on?" He asked a police officer who stood nearby.

"There's been a murder." The officer responded and indicated a pool of blood in the grass which was cornered off with yellow tape

"What? No! This is my house!"

"What's your name son?"

"Peter, Peter Parker."

"Peter?" A wavering voice came from nearby. "Peter is that you?"

Peter slid around the officer to see his Aunt May. She was standing near one of the cruisers, wrapped in a blanket, and was being comforted by a police officer with slick, blonde hair.

"Oh Peter…" May began coming towards him. Peter took everything in: her red eyes and her shaking hands, the way she shuffled towards him.

"Where… Where's Uncle Ben?"

"Peter…" May closed the distance between them and embraced her nephew. Peter crumbled into her arms.

"Captain Stacy." A voice near them reported. "We have 4 cruisers in pursuit of the suspect heading southbound on I-495."

"Alright," Said Captain Stacy, the officer who had been with May. He cast a glance at Peter and his aunt before joining his fellow officers in deliberation.

Peter squeezed his eyes shut.

*Why did I snap at him?*

Suddenly Peter pushed himself away from his aunt and tore away from her, across the street. He ran, trying to put as much distance between himself and the pool of blood in his yard.

*Heading south on I-495.*

Peter wriggled out of his shirt and jacket before stopping to pull off his jeans, he discarded them on the ground and pulled out his mask and gloves, tugging them on.

*Heading south on I-495.*
He was in the air, flying like a bullet. Keeping low between the buildings to cut wind resistance. He bounced from buildings like a pinball and web-zipped around corners.

Where the hell is I-495?!

He back flipped over a flagpole and attached himself to the side of a building. He scanned his surroundings.

There! That's it!

Peter fired a web and swung away down the correct route, a busy thoroughfare. Up ahead, he could see the flashing lights of police cars racing after what could only be Uncle Ben's car.

The Bastard stole it.

He pulled himself forward coming closer to his target. He spun around in the air, fired two web lines and slingshoted himself forwards. The street rose up to meet him and he slammed down onto the hood of the car, where it buckled under the force. The car swerved wildly, and Peter clung to the surface fiercely. Peter pulled himself closer to the windshield and with one hand unleashed a fury of web shots that coated the window. The car careened off the main street and bounced over a curb, towards the front of a store. Peter leapt off at the last second and landed on a lamp post. The car ripped through the glass front and came to a stop after hitting the rear of the store.

I've got you now!

Peter dropped to the ground and raced in towards the car. Pulling the door right off the hingers, Peter ripped the man from his seat and slammed him against the closest wall.

"Wa… Wait!" The man gasped. He was blooded and disoriented from the crash.

A final, thoughtless blow to the man's temple killed him.

His head lolled back and went limp in Peter's grasp. Cop cars arrived at the scene, shining their headlights on the terrifying scene. Peter looked into the killer's face.

No! NO NO NO NO NO!

It was the burglar, the one who had robbed the manager, the one Peter let get away.

"Don't move! Police!" a voice shouted. But Peter didn't hear, he didn't see, he didn't feel.

He dropped the corpse and leapt out of the store, gunshots chased at his heals but he was already gone, swinging off into the night.

Peter sat in his bedroom. His suit lay crumpled in the corner. He was alone. Aunt May had gone to identify the killer and to make arrangements for Uncle Ben. Peter wept silently.

I'm so sorry Uncle Ben. I'm sorry

His phone buzzed on the carpet. He didn't want to talk to anyone.

It fell silent. Only to buzz once again a few seconds later. Irritated Peter grabbed the phone and looked at the number. It was unknown.
"Hello?" He said putting it to his ear.

"Peter? Its Gwen Stacy."

"Gwen Stacy?"

"We met a Liz's party."

"Oh yeah," Peter wiped his nose, "Hey."

"My dad told me what happened."

"Your dad?"

"Yes, he's a police captain. He was there with your aunt. He's worried about you.” A long pause, then “I'm kind of worried about you too."

"Why, you don't even know me."

"Well that doesn’t mean, I wouldn’t like to get to know you, Peter."

"Well now isn't a good time."

The phone was silent for a moment, and Peter’s ragged breaths sounded thunderous in his own ears.

“I think now is the perfect time,” Gwen breathed into the phone. "I'm coming over."

Peter waited on his front porch for her. She came and they cried together.

"I'm sorry," He sobbed into her sweater. "I'm so sorry."

"It’s okay" She said as she rubbed his back.

"He's dead because of me, I killed him."

"No, you didn't, it's not your fault."

"You don't know," He shivered like he was freezing "you don't know what I did."

She didn’t understand. This comfort she gave him was nothing but platitudes.

It was what he needed though.

"I know what you will do though." She put her hand against his cheek. "You are going to come out of this a better man. Whatever it is you think that you did wrong, you can fix it. You can make sure it never happens again. You're a good person, Peter, I don’t know much about you, but I can tell. I have a sense for these kind of things."

Peter stopped shaking and, after a few steadying breaths, straightened up next to her. He looked her in the eyes and found her to be genuine.

“You’re not scared of me?” He asked.

She frowned.

“Why would you scare me?”
“Because of what happened with Flash, at that stupid party.”

She looked at him seriously for a moment, then shook her head.

“Harry Osborn told me how he treats you. You were just defending yourself.” She thought for a second, then added: “And you can apologize to Flash next time you see him.”

“Heh.” Peter almost laughed. “You’re probably right… Thank you, Gwen.”

"Anytime, Peter."

"Put the money in the bag, before I blow your brains all over this floor!" Yelled a crook brandishing a gun into a clerk’s face.

"Okay, man, just take it easy." The clerk routinely began to fill a proffered sack with cash.

"I'll take you easy!"

The clerk's eyes widened

"What does that even mean?" Came a voice from behind the crook. He wheeled around to come face to face with…

"Oh shit, Spider-Man!"

"The one and only." Shots were fired, and a red and black blur bounced around avoiding every bullet. With a swift kick Spider-Man disarmed the criminal and then proceeded to web the thug to the wall.

"You have a good day now!" Spider-Man called as he disappeared out of the store and out into the sky.

*Talk about a busy day, that's the 3rd robbery so far.*

Spider-Man landed on a rooftop and pulled his phone from his belt.

*No messages from Aunt May so I guess she's doing okay. I should probably call Harry. I haven't talked to him in ages. Hell, I should call Gwen too. *

Gwen Stacy.

She occupied his thoughts almost as much as Uncle Ben nowadays.

*If only I had the guts to ask her out.*

Sirens wailed in the distance and Spider-Man stowed his phone away. Rising, he ran to the edge of the building and leapt off.

*Well there is always tomorrow, right?*

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**Part IV of The Mistakes We Make**
"What do you mean we have no photos of Spider-Man!?"

Robbie Robertson grimaced and held the receiver at arm’s length. He hated to be the bearer of bad news.

"Keep your voice down, Jonah." Robbie grumbled back. "I thought you said that you were at dinner?"

"I am!" J. Jonah Jameson shouted into the receiver. "But when I hear that you're doing a crap job running my newspaper what am I supposed to do? Not call?"

"We're doing the best we can Jonah, it's just Spider-Man usually leaves as quickly as he shows up. He doesn't stay for interviews, let alone photo ops."

"Dammit Robbie, if I have to fly up from Florida tonight, buy a camera and take the shots myself than I'll…"

Robbie pinched the bridge of his nose and took the phone away from his ear, muting the sound of his boss’s voice for a second.

*Jonah's probably just tense about the shuttle launch. Who wouldn't be nervous to send their one and only son into space?*

"Listen Jonah," Robbie interrupted his boss mid-rant. "I'll get someone on the job, you just make sure the astronaut is prepped for his big day."

"Damn right, I'll take care of my son. Do you think I'm just sitting around here with my thumb up my…"

Robbie hung up, sighed, and pushed his chair back from his desk.

*We need to print out an ad…*

"…Reward for photos of Spider-Man." Peter read the front page of the Daily Bugle at his kitchen table.

*I happen to know just the photographer for the job.*

"Peter," May called from the couch. "Could you bring me a glass of water please?"

"Sure, one sec." Peter put down the paper and filled a glass from the tap. He took it into the living room and handed it to May.

"Thank you dear," she took a sip. "A Doctor Connors called earlier this morning, he said he needed to talk to you about something."

"Alright, I'll drop by his house later. I just need to run some errands first," Peter was putting on his jacket. "Are you going to be okay for a while?"

"Oh of course dear, Anna Watson from next door is coming to spend time with me later."
"Well, that's good."

"Yes, and oh Peter, she has this wonderful young niece that you have to meet!"

"Yeah, maybe later." He kissed his aunt on the forehead. "I got to go, call me if you need anything."

"Be safe, alright? I never like you taking the subway by yourself."

_Oh yeah, like I take the subway anymore._

In the city, Peter – now in costume - set a timer on his camera and webbed it to a wall.

_Let's take some photos._

Peter spent the better part of the morning doing flips and kicks and web slinging, all in perfect view of his camera. It was nothing too special, but enough to prove that it was the genuine Spider-Man in the photos. He was sure the make sure the photos were framed in such a way, that they could have been taken by some lucky passerby, and not Spider-Man himself.

After retrieving his camera Peter, swung to Midtown – currently closed for the weekend. He perched on a roof across the street from the dreaded building.

_Funny, I always imagined breaking out school in the past._

He zipped to the roof of Midtown High and located several air ducts protruding from the gravely roof like an arrangement of metal trees. Peter moved to the nearest one and gripped the iron grate that covered it. It pulled free easily enough and slipped into the gaping mouth of duct, into the school. Inside, he made his way to the photojournalism room to develop his photos.

_It may be easier to just pay for these to be developed, but this is about earning money, not spending it._

Peter looked at the array of photos spread out before him. Most of them came out pretty good. He took a stack of the best shots and put them in an envelope, ready to be given to the Daily Bugle.

He went straight to their office after donning his street clothes again.

_Taking photos of myself in spandex for money, desperate times call for desperate measures._

Uncle Ben’s life insurance wouldn’t last forever. May was already looking into teaching piano lessons again and Peter had to pull his weight too.

The doors of the Daily Bugle led into an average looking lobby with a reception desk at the back wall, flanked by two elevators.

"Hello," Greeted Peter, approaching the receptionist. "I'm here because I saw an ad about photos of Spider-Man."

The woman was engrossed in her computer and without looking up pointed to an elevator behind her.

"9th floor, first door on the left just past the elevators." She said.

Inside the elevator, Peter clutched his envelope tightly.
This is going to be easier than I thought. Don't worry Aunt May. Soon, money won't be a problem anymore.

When the elevator opened again, Peter was surprised at the commotion before him. It was a jumble of sight and sound, as people rushed back and forth calling to one another. Telephones rang non-stop and the strong odor of cigar smoke stung Peter’s nose, although there were no smokers in sight. Peter moved forward, dodging out the way as a reporter dashed past with sparing him a glance, a huge stack of paper balanced in her arms.

This place is a mad house.

He scanned the room and located an office labeled “Editor”. His heart sank when he noticed a fat queue of people, all toting cameras, trailing away from the office door.

Looks like I have some competition.

The envelope wrinkled in Peter’s hands, but he forced himself to relax. He may not be as professional as these other photographers, but he most certainly had better photos. He danced his way across the room, his increased agility making it easy to avoid bumping into anyone.

It’s like Liz’s party all over again.

He joined the line and waited, shuffling forward every so often when a disgruntled reject left the office. His anxiety grew as he neared the office door and he flinched when the call came:

"Come in!"

Peter entered to find an aging, dark-skinned man with lines of grey near his temples behind a wide desk. He was pursuing a large selection of photographs, but paused to greeted Peter with a smile.

"Oh my, you’re a young one.” He held out his hand. “Let’s see what you’ve got.”

Wordless, caught in the rush, Peter handed him the envelope. The man opened it, pulled out the photos, and scanned only the few couple before whistling softly.

"Well I’ll be damned, these are amazing. How did you get these shots?"

"Oh… you know, right place, right time.”

"I guess a magician never reveals his tricks.” The editor shuffled through the other shots. “I may just take these of your hands…”

"Peter, Peter Parker."

"Robbie Robertson." They shook hands. Mr. Robertson sat down at his desk and pulled out a scrap of paper. "I'm the acting Editor in Chief. Jameson is out of town as of right now." Mr. Robertson handed him the paper.

"But I'm sure he will be delighted to see these photos on tomorrow's first page. Give that to Ms. Brandt just outside my office."

"Alright, thank you Mr. Robertson." Peter left the office and found Ms. Brandt's desk. The photographers still in line watched Peter hungrily. "Uh, Mr. Robertson told me to give this to you."

Brandt was sharply dressed and wore her hair in a severe bob. Yet she smiled at him and took the paper from his hand.
"Welcome to the Bugle," She said as she wrote him a check. "Mr. Parker." She added.

Peter grinned back and took his check. His jaw dropped

_That’s a lot of zeros, holy shit._

"Thank you, thank you so much." Peter turned, his eyes still on his check, and forced himself to walk calmly across the room to the elevator. As soon as the doors closed Peter thrust his arms into the air in victory, fighting back a victory cry.

_I have a job! I have money!_

When the doors opened again to the lobby, Peter casually strolled out of the building and into the street. He hadn’t felt this good, since Uncle Ben died, since he had taken the lives of two men in one night...

He shook his head, forcing the dark thoughts away. Once the check was safely stowed in his book bag, he set off down the sidewalk.

_I can’t be thinking like that. Not now._

The greater implications of his actions had yet to settle in, not that he was in any hurry to confront them.

He stepped into an alley and was prepping himself for the swing home, when the sound of a large explosion reached his sensitive ears. Peering back into the street, he saw smoke rise a few blocks away and then he heard the screams. He ducked back into the shadows.

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"I want to thank you all for coming today." Doctor Warren was stood behind a podium, facing a sea of faces. He had been quick to volunteer for this public forum. "As of yet we have released no official statement about what happened the night of the Oscorp Massacre. Fourteen of our best and brightest lost their lives and it is a true honor to say that I had the chance to know these individuals. As to the cause of the tragedy, all clues point to an accident which occurred with an experiment that was being undergone by…"

"Yours truly!"

Doctor Warren was interrupted by a cackling voice. From the sky descended a man dressed in a dark green suit of armor, he dived down towards the stage, riding on a wicked, weaponized glider. "Courtesy of the Green Goblin." He screeched and hurled a round orange grenade towards Warren.

It bounced and rolled to a stop by his shoe, before detonating and engulfing Warren in flame.

People scattered, screaming in terror as the Goblin laughed his maniacal laugh and soared above them. Those close to the explosion were knocked to the pavement, singed, and their shrieks of pain pierced the air. Inside the green armor Norman Osborn laughed again.

_This is what happens when you mess with us, The Green Goblin!_

The Goblin halted his glider above the crowd as they swarmed beneath him, trying to find safety.

"Remember your fear! Remember my name! The Green Goblin bids you a good day!" He cackled and fired missiles from his glider towards the ground. The explosions ripping the street apart, cars
were upturned, and windows were shattered. Those lucky enough to escape the blasts either
cowered or ran, and sirens began to wail.

*This will be my legacy, this is my creation.*

The Goblin wheeled his glider around and dived towards the ground, firing a barrage of bullets. He
was lost in the heat of the moment, overcome in his blood lust. He didn't notice the costumed
figure that flew overhead, a blur of color.

The people below, in immediate danger of being riddled with bullets, suddenly found themselves
hoisted into the air by webbing – moments before the sidewalk sparked and chipped under the
Goblin’s assault.

"I hope you don't mind if I drop in!" Spider-Man slammed both of his feet into the Green Goblin's
back.

The Goblin was ripped of his glider and he twisted in the air, momentarily shocked, then slammed
into the ground with a *crash*. Spider-Man landed gracefully in a crouching position a few yards
away, while the Green Goblin clambered to his feet. Inside the suit, Norman grimaced and could
feel several of his ribs grinding together, cracked.

"And there I was, thinking that the party was almost over." The Goblin laughed as the two of them
circled each other. Spider-Man surveyed the destruction around them.

*I don’t know who this guy is, but I can’t let him get away with this.*

Spider-Man leapt forwards arms outstretched to grab his foe. The Goblin twisted to avoid him and
delivered a fierce uppercut to Spider-Man's jaw, sending him flying into the air. After a second of
hang-time, he crashed down into the windshield of a parked car.

*Oh man,* Peter reeled. *I've never been hit that hard in my entire life.*

A jolt to his spider-sense warned him of an attack and he flipped himself backwards as the Goblin
landed where he had been lying, crushing the car with a screech of metal. Spider-Man jumped in
the air and snagged The Goblin with a Bio-Cable. Using his momentum, Spider-Man hurled the
Goblin skywards before landing on the ground again. He then tugged on his web once more and
brought The Green Goblin crashing down to earth violently.

Norman felt his entire body ache. However, it was a good ache, the kind of ache that he now lusted
for. He pushed himself up and charged Spider-Man, tackling him to the ground. The wind was
knocked out of Peter as they hit the ground. Pinning him down, the Goblin and proceeded to pound
Spider-Man over and over with his fists. It was a primal and ferocious attack, which would have
easily killed any normal person. Peter felt one of his molars dislodge itself and saw one his left lens
-crack in a web of tin lines.

*He’s going to kill me!*

Spider-Man struggled and managed to get both his feet up and under the Goblin's chest. He pushed
with all his strength and forced his attacker from him. Peter flipped to his feet.

*I need to end this now.*

The Green Goblin came forward again with a right hook, Spider-Man bent backwards beneath it,
placed his hands on the ground and back flipped, kicking the Goblin once with each foot. The
Green Goblin stumbled backwards, and Spider-Man quickly snagged his boots with pair web-
strands.

Peter jumped in the air over a streetlight and brought the Goblin off the ground again. He tugged hard and attached his web-strands to the ground, letting the Goblin swing under the streetlight like a demonic piñata.

The Green Goblin laughed.

"Oh my, oh my, I had no idea, that this would be so much fun!" He cackled.

Peter lifted his mask up over his nose and spit his tooth out into his hand.

"Well it's not going to be as fun when you get my dental bills buddy," Spider-Man fixed his mask back into place. "Who are you? And why are you doing this?"

"I am the Green Goblin, and this is but only a taste of what is to come. I will be remembered as the man who brought this city to its knees."

"Yeah, we'll see about that." Spider-Man raised his fist, ready to strike the Goblin in the face.

Abruptly, his spider-sense went into overdrive. He dived to the ground and the Goblin's glider narrowly avoided impaling him with a sharp spike. The glider continued flying forward and severed the web which trapped its master. The Green Goblin climbed back aboard his glider and rose into the air. Spider-Man bounced back to his feet.

"Freeze both of you!"

The cops had finally arrived on the scene.

"We shall meet again, Spider-Man!" The Green Goblin shouted as he zoomed off between the buildings.

"Don't move!" Another cop shouted.

Everywhere Spider-Man looked, guns were pointed towards him.

"I'm not the bad guy!" He tried to explain, "I didn't do this."

"Just put your hands behind your head, and don't move!" It was Captain Stacy, Gwen's father.

Peter raised his hands and fired two web lines, pulling him up and away. The police opened fire, but he was already gone, out of sight.

Part V of The Mistakes We Make

Peter dropped to the floor of his bedroom. He tried taking a step towards his bathroom but fell to his knee. The adrenaline was running out and the pain was coming in waves.

*It feels like I've been hit by a truck.*
He pulled off his mask and threw it in the direction of his bed. A loud crash came from downstairs. "Oh, May! I'm so sorry!" A voice cried.

"Don't worry, Anna. It was an old dish, go ahead and get a new one from the cupboard."

Peter sighed. It was just his Aunt and her friend, their next-door neighbor Anna Watson. He dug deep into the last reserves of his strength and shuffled into his bathroom. Gripping the edges of the sink, Peter pulled himself up and looked at his reflection in the mirror. There was a cut above his left eye that was bleeding freely, a bruise the size of golf ball on the side of his jaw and one of his eyes was ringed black.

*Great, how am I going to explain this to Aunt May?*

He turned on the sink and splashed cold water on his face. Using a rag, Peter cleaned himself up as best as he could and bandaged the cut over his eye. He moaned quietly, doing his best to extricate himself from his suit, which was plastered to his skin with sweat. There were small nicks and tears all over his costume, which could be easily repaired. The crack in his lens was a different matter.

*I'll have to order a new pair.*

Peter stowed his suit under his bed and collapsed onto the covers, falling asleep instantly.

The next day came and went. Aunt May only bothered Peter once and he made a hasty excuse to be left alone without opening the door. She didn’t press. He’d been more and more secretive since the night Uncle Ben died.

On Monday morning Peter awoke to the sound of his alarm buzzing. Without lifting his head, he fumbled with it and hurled it at the wall to silence it. He struggled out of bed and to the bathroom, where criticized himself in the mirror.

*Great, I still look like shit.*

Peter felt better though, he was more mobile. After getting dressed Peter headed downstairs. He tiptoed past Aunt May's room and fixed himself breakfast at the kitchen table. He would have to tell Aunt May about his job later and about the weighty check that was stowed safely in his bedroom. He checked his watch.

*Crap, I'm going to be late.*

Peter stood up from the table a little too fast and his back voiced its discomfort.

*Ah, guess I won't be web-swinging to school today.*

At Midtown, Peter fumbled with his locker. With a calculated jerk, the locker swung open and he began taking out the books he needed.

"Uh, hey Pete," said a voice behind him. Peter turned around to find Harry Osborn.

Without responding, Peter turned and shut his locker firmly.

"I – uh, need to apologize," Harry began. "I was a total dick to you man and… Christ, dude what happened to you?"
Harry had caught sight of Peter’s busted face.

"It’s nothing, I just fell off my bike.” Peter brushed him off. “Listen, Harry. It’s okay. You don’t need to apologize…”

"No, I do.” Harry pressed. “Liz, she… just wanted to have a little fun. She told me to bring you along and… well, I guess I just wanted to impress her.”

"Harry seriously, it’s okay. I’m over it," Pete was too tired and hurt to care much about the events of the party, which felt like a lifetime ago. His fight with the Green Goblin had put his social troubles into perspective, and above all, Peter missed Harry. "Let's just get to class man."

Harry nodded.

"Okay."

They walked together in silence. Peter could still tell that Harry still felt bad.

"Hey Pete, you wouldn't happen to have Friday's economics homework, would you?"

Peter rolled his eyes.

Some things never change.

"Actually, I was going to ask you.” Peter admitted. “I didn't do it either."

Harry was taken aback.

"Wow, what has the world come to now that Peter Parker doesn't do his homework."

Peter laughed.

"This weekend has been a complete debacle, my friend, let me just say."

"Seriously though what are we going to do? We could ask Felicia, but I don't know if she… Pete? Where are you going?” Peter had suddenly veered course and was walking away.

"I got to do something, I'll catch you later." Peter called back.

Gwen Stacy was fiddling with her own locker when Peter tapped her on the shoulder.

"Peter, what's..." Her smile fell from her face when she saw him. "Oh my god, your face. Are you okay?" She reached out to touch his cheek and Peter felt his face begin to fill with blood.

"I'm uh… I'm okay, My bike…"

Can’t even talk around her. You’re in trouble, bud.

Luckily, he didn’t have to fully explain himself, Gwen had a knowing look in her eye. She hugged him quickly and he gasped; one part out of surprise, another out of glee, and lastly pain since he was currently seventy-five percent bruises and aches.

"It's really good to see you Peter." She said, pulling away as quickly as she’d grabbed him.

"It's really good to see you too… just so good."

“Do you need, to like, go to the nurse or something?”
“No, really.” Peter smiled, attempting to show just how fine he was, but only succeeded in opening a partially-healed split in his lip. “Just a wild weekend.”

“Yeah it has. My dad has been working overtime after… what happened downtown, you know?”

“I know.” Peter gently used his tongue to prod the socket when previously housed his molar, clotted with blood and oozing. “So, Gwen.” He changed the subject, courage bolstered by the weekend’s events. “I wanted to ask if maybe you would like to… to uh… see a movie with me or something… sometime… maybe.”

"I'd like that."

"Wait, really?"

"Yeah," Gwen repeated. "Yeah I would."

"Okay, well… sweet.” Peter was stunned, but he new the proper protocol: “So, I'll call you later?” He asked.

"Sounds good to me."

They hugged again, a little more awkward now, despite their plans; and Gwen waved as she walked to class. Peter closed his eyes and smiled.

*Life, you can be freaking crazy sometimes. Thank you.*

Later, following Peter’s biology class, he was caught by Doctor Connors.

"Can I speak with you for one second." He asked.

"Yeah," Peter squeezed between two classmates and bounced up to Connors' desk. "What's up?"

"I called you over the weekend, but your aunt said that you were..." Connors gave Peter’s wounds a once-over. “Er- sick.” He continued in a hushed voice. "Anyways, it is very important that you come to my lab sometime this week. There is something we need to discuss."

Peter hesitated. He had never seen the doctor like this.

"Alright, I'll... try to come."

Connors nodded and as Peter hurried for his next class, he could feel the doctor’s eyes on the back of his head.

*He can’t know I took his bio-cable, right?*

He’d have to find out later.

Later that night, there was a knock at the Parker's front door. The last two members of the family were eating a dinner prepared by Anna Watson.

"I'll get it.” He said to Aunt May, rising quickly before her.

"It better not be another solicitor,” She scolded. “Tell them we aren't interested."
Peter laughed as he twisted the knob and pulled the door open to reveal a man that he had never seen before.

"Uh, hello," The man said. "Is this the Parker residence?"

Peter nodded.

"My name is Max Dillon," He extended his hand towards Peter. "I worked with Benjamin Parker. You must be his nephew Peter, I've heard a lot about you."

Peter took his hand and shook it.

"Nice to meet you, so you're an electrician?"

"Almost, Ben was in the process of training me when he uh…” Max bowed his head. "I'm sorry I didn't make it to the funeral, was it nice?"

"Yeah, it was," Peter remembered that day as a blur. "The service was nice."

"Well that's good, I just wanted to drop by and give my condolences. Ben was a good man. If there is anything I can do for you, just give me a call," Max handed Peter a business card.

"Thanks. If I need any electric work done I know who to ask."

Max grinned, nodding

"For sure. Take it easy, Peter." And with that, Max stepped of the porch and headed towards the bus stop. Peter watched him go

"Who was that?" Aunt May asked when Peter returned to the table.

"Just someone who used to work with Uncle Ben. He's a nice guy."

"Well it was nice of him to pay a visit. You should have invited him in."

"Yeah sorry, I'll do that next time."

They returned to eating, quieter after Max’s visit. The mood in the house always soured when Uncle Ben was brought up.

"I'm very proud of you for getting that job at the newspaper.” May said after a moment. “Just promise me that you'll be careful taking photographs of that Spider-Man. It's bad enough you're already running around town all day falling off bikes."

Peter fought back a smile.

"I promise to be more careful.” He agreed. “So long as you promise me that you'll take that money and use it to pay for your treatment."

May reached out and took Peter’s hand, much larger and rougher than hers, and squeezed his fingers.

*When had he gotten so big?* She thought to herself.

"I promise."
It was just the two of them now, the last of the Parkers.

The tender moment was broken by the sound of police sirens, rushing past the front window outside, heading towards the city.

Peter reluctantly pulled away from his Aunt.

"I got some homework to do, I'll be upstairs okay." He left before his Aunt could answer.

Closing the door to his room, Peter fished his suit out from under his bed. He had forgotten how damaged it was.

*Maybe I can take a break? Just long enough to get my suit fixed.*

He looked out his bedroom window. The skyscrapers in the distance were framed perfectly, tall, majestic, and cold. It looked almost peaceful in the early twilight hours.

He sighed and looked down at the frayed spandex in his hands.

"I don't deserve to take breaks." He pulled his costume on. The crack in his lens didn't impair his vision all too much and the majority of the suit was intact. It would do for now.

*I'm responsible for the death of two people. One of whom was the greatest man I had ever known.*

He opened his window and hauled himself to the roof. Peter checked his web shooters. They had enough Bio-Cable fluid in them to last the night. He looked once again at the city. The moon was slowly beginning to rise over the skyline.

He crouched, coiling like a spring, and then Spider-Man took off, into the sky.

**END OF THE MISTAKES WE MAKE**

Chapter End Notes

Hey there! So this is a revised version of the same story I originally posted on FF.net. I originally wrote this thing almost five years ago, which feels like a million years, honestly.

I have changed a lot since then, hopefully for the better, and I want this story to reflect some of that. The original drafts on FF.net are abysmal, and will be replaced with these revised chapters as soon as the revisions are done. As you probably noticed, this chapter is split into "parts" that used to be chapters all by themselves, but for the purposes of this revision, I decided to post the "arcs" in one big chunk. I don't know which is better, so opinions are appreciated. Updates here should be about once a week. This work is heavily inspired by the Raimi and Webb films (because they're pretty good) and of course, the classic comics. Comments and criticism are welcome.

Thanks for reading.
- Mike
Part I of What is Left Behind

The blare of sirens and the screech of tires cut through the air. People scattered in all directions, desperate to escape the scene that was unfolding in the street. A masked man, wearing a red and yellow suit, hefted a bulging sack of money over his shoulder.

"Come on, we gotta go!" he shouted to his companion, another costumed criminal.

Several police cruisers careened down the street towards the front of St. Gabriel's bank where the heist was in progress. The first crook man raised his fist, which was covered in a silver gauntlet, and fired a blast of sonic energy that ripped into the first car, stopping it in its tracks.

"Next time, let's make sure we have a getaway car before we start a job, eh Shocker?" said the other costumed criminal, dressed in blue.

"Next time, Boomerang, I'll be sure not to bring your whiney ass."

"Then you’ll end up behind bars for sure!" Boomerang laughed, pulling one of his trademark boomerangs from his belt and whipping through the windshield of another oncoming cruiser. The remaining police screeched to a halt and began setting up a perimeter.

"You couldn’t complete a job this big by yourself," Boomerang continued. "You seem to forget who the mastermind is here."

"Mastermind, huh?" Shocker grumbled, prepping his gauntlets for another blast. "Then why didn’t you set up a getaway car?"

"Not my job. I delegated that to you."

They both raised their weapons ready to defend themselves once more, when out of nowhere two strands of webbing grabbed their wrists and lifted them into the air.

"Well I motion for a new delegation," Said a voice. "One where you share a bunk at Riker's, how does that sound?"

"Spider-Man!" Shocker and Boomerang cried in unison, bouncing together as they hung suspended.

"The one and only!" Spider-Man sang, as he proceeded to wrap the villains in a cocoon of webbing.

*What a couple of chumps, sometimes I wish The Green Goblin would show up just to give me a workout.*

Spider-Man turned to leave as the cops began their approach.

"Send me a postcard, boys!" he yelled as he zipped away.

Captain Stacy walked under the squirming mass of Bio-Cable and shook his head.
"Sergeant Johnson, get a crew down here to cut our colorful friends down." He ordered. “And keep those people back!”

The borders of the crime scene were starting to populate with onlookers, chanting together in unison:

"Spider-Man, Spider-Man, Spider-Man!"

Well Spidey, Stacy thought. You sure do know how to put on a show.

With the cheers fading into the distance, Peter Parker continued on the path he’d been following before his scuffle with Shocker and Boomerang. He flew over a busy thoroughfare, waving down at the drivers who honked at him from below.

No time. Faster, I need to go faster!

He slung himself around a corner, his momentum propelling him forward.

Oh god, I am so dead.

Landing in an alley, he picked up his bag from where he had stowed it previously and pulled out his clothes. They were horribly wrinkled, but there wasn’t time to fix that. He pulled them on quickly, then darted out of the alley and down the street. Peter eventually saw the blonde head of his girlfriend standing outside of the theater and shoved his mask into his jacket pocket just before he reached her.

"Hey," Breathed Peter, catching his breath. "What's shaking?"

"Oh, nothing much,” Gwen feigned nonchalance. “Just waiting for my boyfriend to get here. Apparently, he is waging a war on punctuality."

Peter cursed his tardiness.

"Yeah. I'm sorry, there was this thing,” He began. “And I had to take photos and then I…” He was silenced by Gwen pressing her mouth against his.

"You talk too much.” She said when she pulled away. Dumbstruck, Peter allowed himself to be led into the theater.

The wind roared, deafening in the ears of the two men. They were carefully maneuvering their way across a rooftop trying to reach their destination.

Max Dillon adjusted the hard hat perched atop his head.

I hate heights. He thought, doing his best not to look two feet to his left where the edge of the building led to oblivion. He really needed to consider a career change. The tool box in his hand felt like it weighed a thousand pounds and it threatened to pull him off his feet with every step.

"Just a little bit farther, Maxie, you can do It." called Stan from behind him.

Max gritted his teeth. He hated that nickname. Taking his time, putting one foot in front of the other, Max tried to find his calm center.
What had Ben Parker said?

"Pace yourself Max, there's no rush. The key to being an electrician is to take your time and be careful."

Max remembered Ben's kind words and crossed the last few feet quickly, he gripped onto the hard metal of a support beam to steady himself.

"Made it!" He shouted to before turning back and extending his hand to help Stan to safety. "Now let's hurry up and get the hell off this thing."

They went to work, opening up the panel on the side of a large satellite dish. They had been contracted to fix a mechanical error that was impeding the flow of power to the dish. Apparently, it was too much work for the people who installed it to make sure everything was plugged in properly.

Max fumbled with a plug, still anxious to get off the roof. He gripped the head of the cord and jammed it into its proper place. There was a loud humming noise.

"I thought you cut the power to this thing before we came up." Stan said.

"I did." Replied Max, suddenly the panel began to spark.

"Shit, pull the juice, man!"

"I'm trying!"

Electricity was starting to leap from the dish in huge, graceful arcs. One of them bounced next to Stan, who yelped.

"We gotta pull back, we can shut it down from downstairs, let's go." Stan turned, leading the way back the way they had come. Max was about to follow when an arc connected with his back. He screamed in pain as his body was pounded with electricity.

"Max!" Stan yelled.

Peter knocked on the door to Doctor Connors's lab at ESU and thought back on his date last night while he waited.

A movie then dinner, man, who knew being in a relationship could be so expensive.

He would have to drop off more photos at the Bugle. It was hard to be upset though.

It's all worth it I guess when you have the right girl.

The door opened and Doctor Connor's, without speaking, quickly waved Peter in. Peter stumbled into the lab and watched as Connors bolted the door shut.

"So, uh- Doc," Peter asked. Connor’s behavior was making him nervous "Do you want to tell me what's going on?"

"There is no easy way to say this, Peter, so I'm just going to say it," Connors paused, took a deep breath, then said solemnly: "I know."
"You know what?"

"I know Peter. I know that you're Spider-Man."

Peter laughed out loud, but inside his mind was racing.

\textit{How? It doesn't matter. I knew I shouldn't have stolen his bio-cables. Can I trust him?}

"You're talking crazy, Doctor Connors. If you wanted to tell me a joke you could've done it in class."

But the doctor wasn't listening. He had crossed over to his desk and picked up a small glass bottle.

"The spider that bit you the first time you visited my lab," He tossed Peter the vile. Inside, curled upon itself, was a dead spider. "The genetically altered spider that gave you some of its abilities, strength, speed, agility. It didn't however give you the facilities to manufacture web, that's where my Bio-Cables came into play. You broke into my lab and stole my tech." Doctor Connors stepped up close to Peter, until they were scarcely inches apart. "I just have one question: why?"

Peter wasn't laughing now. He should have known Connors was intelligent enough to put together all the puzzle pieces. There was no way out of this. He could tell Connors wasn't going to back down, wasn't going to accept any lie Peter fabricated. So instead Peter tried to keep his gaze, unwavering.

"I didn't ask that spider to bite me. But once it did, I wasn't about to come running back to be poke and prodded like an experiment of yours. I kept it to myself, and when my aunt was diagnosed with cancer I used my powers to win some money." Peter explained plainly. "Yeah, I stole your webs, but it was for a good cause. If you know who I am then you know what I do. You know that I'm trying to make a difference."

"You're trying to get yourself killed."

Both Peter and Connors turned at the sound of a third voice. It was Martha, Connors wife. Peter had been so distracted he hadn't noticed her enter the lab.

"You told her?" Peter snapped at Connors.

"Of course, she's my wife."

"Who else did you tell?"

"No one," said Martha stepping forward. "Look Peter we want to help you. What happened to you was an accident, a dangerous one, but we can fix you. We can make you normal again. We've been going over some notes..."

"I don't want to be fixed," Peter interrupted. "Can't you see that I'm trying to do some good in the world? I stop muggings and robberies every day, I've pulled people out of burning buildings, and I stopped the Green Goblin from destroying half the city. I have a great power and with great power comes great responsibility."

Both of the Connors' were silent. They looked from each other, to Peter, then to each other again. Finally, Curt sighed and rubbed his face with his hand.
"This is a dangerous game you're playing, Peter."

"This isn't a…"

Connors put out his hand to interrupt him.

"We’re going to keep your secret - It is mildly my fault, after all; and even though we do want keep you out of trouble, you aren't our responsibility. I have to ask you, at least once: stop being Spider-Man, before you get yourself killed."

Peter held his teachers gaze.

"No, a great man died because I failed to act. That won't happen again. I have a job to do."

And with that, Peter turned on his heel and stalked from the lab.

There was something about books that makes Gwen happy. If asked to describe what, she might say the mystery of what lied between unfamiliar covers or maybe it's the familiar, tactile feel of the pages rubbing against her fingers. It was something she’d tried to put into words before, but with little success. Most people weren’t looking for as poetic an answer during small talk. Regardless, it was the book store where she spent most of her time whilst visiting the mall.

Gwen pulled another book off the self and stowed it under her arm.

_I should Peter here sometime. He might like some of these._

It was hard to coax Peter out places though – their date the other night being a rare occurrence. He always seemed to be running off somewhere. Either his aunt needed him to pick up some medication or the Bugle wanted him to take photos, or some other excuse. It would make more sense if he was trying to avoid her, but then all signs pointed him to being completely smitten with her. Peter was truly the enigma.

After buying her books, Gwen stepped out of the store and into the crowd of afternoon shoppers. She made it about three steps when someone crashed into her, sending her books to the floor.

"Oh crap! I am so sorry."

Gwen glanced at the redheaded girl who spoke, waving her apology away.

"Don't worry about it." She said.

They both bent down and began scooping up books.

"I just wasn't looking where I was going," Said the girl, handing Gwen her books. "I zone out like that sometimes." The girl laughed then pointed, "Nice headband."

Gwen reached up and adjusted it fondly.

"Thanks. I use them when I don’t feel like messing with my hair."

"I'm Mary-Jane." said the girl. "And you’ll have to tell me where I can get one of those"

"Gwen, and I’ll do you one better – I’ll show you myself!"
“Hell yeah!” Cheered Mary-Jane

Gwen had to laugh at her enthusiasm. Something about Mary-Jane was comfortable. The way she spoke and the way she carried herself. It was like you were instantly her best friend.

“My friends call me MJ.” Mary-Jane continued, as the girls began to walk together. “You wouldn’t happen to go to Midtown, would you?”

The two of them weaved through the crowd, suddenly lost in conversation.

Peter touched down on a rooftop across from Harry's penthouse apartment, which he shared with one Norman Osborn, and pulled his clothes back on over his suit in the shadows of an air conditioning unit.

Who does Connors think he is? He’s not my dad and he can’t talk to me like I'm just a stupid kid. I know what I'm doing.

Mostly.

Grumbling to himself, Peter discretely descended from the roof, jogged across the street, and slipped into the lobby of Harry's building. Harry's father, Norman Osborn, was talking to the doorman when Peter came in and smiled wide when he saw his son's friend. It was a calculated smile, well-practiced from business dealings and perfectly designed to put targets at ease. It had the opposite effect on Peter.

"Parker,” Norman greeted. “I suppose you're here to tutor Harry.”

"Hey, Mr. O, long time no see,” The hair on Peter’s neck stood up and he swallowed hard to soothe his apprehension.

There’s no danger here. I’m just fuming about Connors – relax, Peter.

“Yeah we're going to do some homework,” Peter explained, patting his book bag for proof.

"That's good. God knows Harry needs all the help he can get. You can head on up."

"Alright, thanks. How are you feeling by the way?" Peter just now remember Mr. Osborn’s illness. However, as he looked the man up and down, Osborn looked alright, hell he looked better than ever, minus a large bandage taped to his forehead. Norman followed Peter's gaze to his wound.

"This is nothing," He said touching it. "I'm feeling a lot better, thank you."

Peter nodded, finding no reason to probe further, and headed toward the elevator.

"See you around, Mr. Osborn."

"Goodbye, Parker."

Once he was upstairs, Peter convened with Harry and they started on their school work. Senior year was in full swing and their work load had never been as weighty. When it came to plans after high school, Peter and Gwen wanted to get academic scholarships to Empire State University, while Harry didn't really have any plan at all.
"I don't need to worry about college," Harry had told Peter. "I'll inherit my dad's company and be filthy rich."

But now that high school was almost over, it was looking less and less likely that Harry would even graduate, considering his low grades.

"It's not that hard, Harry; just write the equation again here and distribute the x-variable onto the numbers in the parentheses." Said Peter, tutoring wasn't going well.

"Yeah okay," Harry scribbled with his pencil, brow furrowed in though. "So, man, how did your date go with Gwenny?"

"I'm sorry, who?"

"Gwen Stacy."

"Do me a favor and never call her that again."

"Will do, so how was it."

"It was nice, we saw that zombie movie."

"Oh yeah, I've been wanting to see that..."

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**Part II of What is Left Behind**

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Across town, Doctor Connors was alone in his lab. The door was bolted shut and the lights were dimmed. He grunted with exertion, pulling a very large and heavy desk away from it’s position against the wall.

*For too long I've struggled. Soon things like this will no longer be a problem.*

Once it was out of the way, Connors knelt next to the hidden safe affixed into the wall and unlocked it. Inside were a series of fat notebook, brimming with notes, and a series of green test tubes. He picked up stack of notebooks, carefully balancing the test tubes on top, and moved to set it on a nearby desk. Connors straightened his lab coat, eyes enraptured by the small vials.

*Successful gene realignment is possible. I've seen it with my own eyes, Peter is living proof.*

He grabbed a syringe and drew some of the liquid from a test tube. Doctor Connors took a deep breath and slowly inserted the needle into his stump of an arm. He pressed the plunger downwards, injecting all the contents into his body. It was cold, like a shot of ice directly into his bloodstream. Connors gasped and dropped the syringe. He jerked forward over the desk and knocked his equipment to the floor, before slowly sliding to the ground. The doctor rested his head against the side of the desk and breathed hard. There was a knock at the door.

"Curt, are you in there? Open up."
The first thing that came to Max was his sense of smell; burning flesh that gives off a putrid, sour scent. He opened his mouth, gaping like a dried fish, and breathed in. The air searing his throat and lungs, Max tried to cough, but that only served to agitate his raw throat. His eyes blinked open. The hospital room was painted a soft grey color, the florescent lights hummed, the clock on the wall ticked loudly, sometimes synching with the beep of medical monitors. Turning his head, Max could see a vase of purple flowers on his nightstand.

"Hello." He croaked. There wasn't an answer.

*God, my insides feel like they're on fire.*

Max lifted his hand slowly and touched his face. It was covered in white bandages.

*What happened? The last thing I remember…*

A bolt of lightning shot from Max's hand, impacting the wall opposite him.

Max screamed hoarsely. Smoke rose lazily from the black ring of soot that had stained itself on the wall. The fire detectors went off, the sound of the siren was deafening. The door to his room opened a heartbeat later and a nurse rushed in. Max held out his hand toward her, frightened.

"Help me…"

He couldn't control the lightning. The nurse was blasted off her feet and she tumbled backwards through the door. There were screams from outside, followed by loud footsteps. Max pushed himself up and swung his legs off the bed. He noticed that almost his entire body was covered in bandages. Furiously, Max began disconnecting himself from the machines.

*I don't know what's happening, but I got to get out of here.*

Several doctors and nurses appeared in the doorway.

"Don't come any closer," Max shouted, careful to keep his hands pointed away from them. "Something's happening to me," A security officer pushed his way through the medical staff and approached Max, one hand on his gun and the other outstretched.

"Just take it easy, son. You've been in an accident." The officer reached for him.

"I… I know."

The officer's hand gripped Max's arm and he yelped in pain, his wounds not healed.

"Don't touch me!" He roared.

Peter looked up from the worksheet.

"What the…" He breathed.

"Hmm?" Harry hadn’t noticed anything.

Peter pointed out the window towards a spectacular light show flashing in the distance.

"What's all that about?" Harry rose and pressed his face against the glass.
"I don't know."

"There's a lot of smoke."

Sure enough, a large black column was attempting to darken the night sky.

"I better head home." Peter started shoving books quickly into his bag.

"Right now?" Harry gestured out the window. "It looks like something is going down."

"I promised Aunt May I'd be home by midnight, I'll be safe." Peter was already heading towards the door. Before Harry could stop him, Peter was gone.

Max stood in the center of a ring of destruction. His hospital room and all those around it had been completely obliterated. He pressed his bandaged hands to his bandaged face.

_Oh dear god, what is happening?_

He looked up. He could see the sky now through a gaping hole in the wall. A helicopter was already on the scene, shining down a bright white beacon upon him. Max could hear the shouts of people, trying to get way from the epicenter of destruction or possibly trapped in debris he’d wrought.

_I need to get out of here._

Max turned toward where his window had once been and looked down from the ledge to the street below. For a second, he considered jumping, ending it all right there. He stood, scarcely breathing for a long moment before shaking his head and turning away from the edge.

"You know, I've heard hospitals had bad food, but I'm willing to bet they've never gotten a complaint like this." Spider-Man had appeared behind Max.

"You," Max pointed, "I've heard about you."

Peter was saved by his spider-sense; He leapt backwards out of the path of yet another lightning bolt.

"Whoa there, Electro!" Spider-man warned, as he touched down again. "Just take it easy."

Max clenched his fists as Spider-Man began moving towards him.

"What did you call me…?"

Lunging forward, Spider-Man grabbed him around the middle, preparing to throw him to the ground, but Max was ready.

_I'm not about to get beaten to a pulp by this freak._

Spider-Man cried out in pain as he was electrified violently. He was blasted away from Max and sent reeling out of the building. He fired a web, catching himself before he hit the ground and swinging to safety.

Max stood back on the ledge, looking down at Spider-Man.
"I'm not the bad guy!" He shouted. "Give me a chance to expla-" Spider-Man interrupted him by webbing his chest and pulling him off the ledge.

Max screamed and twisted in the air, his arms and legs flailing. He landed, and then bounced in the air, falling and bouncing a second time before coming to a stop in an enormous web that stretched across the street. Spider-Man was perched on the webbing comfortably several feet from him.

"Look pal, as far as I can tell you're responsible for all this. You're going to have to wait here for the cops to come." Spider-Man said.

Max righted himself and snarled at the hero.

"I'm not your pal. I'm… what did you call me? I'm Electro!" Max fired two bolts of lighting from his hands. Spider-Man avoided them, somersaulting over his head. Landing behind him, Spider-Man turned to fire webbing at Electro, expecting to wrap safety wrap the wounded man. However, his web-shooters produced no bio-cables, only a dull fizzing sound.

Oh, come on.

Spider-Man pressed his fingers to the pads on his palms again, to no avail. His web shooters were out of Bio-Cable. Electro took advantage of Spider-Man's momentary distraction and pounded his chest with more electricity. Peter spasmed and fell backwards off his web net, landing hard on the ground below. He groaned and looked up to find that Electro was gone.

Peter climbed to his feet, all his muscles stinging in the aftershock of this last electric blast. He could hear sirens approaching.

Always a minute late and a clue short. That's my boys in blue.

Spider-man shook his head and zipped away.

"Peter, do you have any idea what time it is?!!" Aunt May wasn't all too happy to see Peter come trudging through the front door later.

"I'm sorry. I got caught up at Harry's"

"Now I know that's not true, I called the Mr. Osborn thirty minutes ago and he said you had left well before then. Where were you?"

"I stopped by the library on the way home. Sorry, for wanting to further my education." Peter wasn’t in the mood to be scolded. He tried to move past his aunt, but she blocked the stairs.

"You smell like smoke, have you been smoking?"

"What? No, I haven't been smoking, Aunt May. It's just really… smoky outside right now." Peter squeezed past her and began to climb the stairs.

"You're grounded."

"What," Peter halted and spun around. "I'm grounded?"

"Yes sir, you are grounded. I have a curfew for a reason, Peter, and if you can't respect that then you must deal with the consequences."
"But Aunt May."

"No buts!"

“I’m almost 18 years old!”

“Yes, but until you are, you’re going to listen to me.” She reached up and jabbed a stiff finger into his chest. She was serious. You are going to go to school and come home every day, no library, no Harry's, and no Gwen's."

Peter groaned loudly.

"Are you serious? What about work? Can’t I go to the Bugle?"

"You can go to work, but that's all and I mean it Peter. Don't test me." Aunt May turned and stalked into the kitchen, leaving Peter dumbfounded.

After a moment, he continued upstairs to flop on to his bed.

_What a day… and I do smell like smoke._

"Curt, open this door right…” The door opened before Martha could finish her sentence.

Her husband stood before her. She opened her mouth to speak again, but Connors moved forward and picked her up by the waist, spinning her around and setting her down in the lab. He was grinning ear to ear.

"Surprise." Was all he said.

Martha looked at his face, then down to his arm, his newly re-grown arm.

"Oh my god. Oh, Curt, what did you do?" She moved closer to him and Curt placed both his hands on either side of her face.

"I took away the pain, the weird looks, the struggling," He wiped away a tear that was welling in his wife's eye. "I gave myself a new life Martha, a better life." They kissed deeply.

"Curt this is… this is… Noble Prize worthy, this is…"

"The biggest scientific breakthrough in decades. Think about it, Martha, we can change the world."

They embraced each other.

"I always knew," Mrs. Connors whispered. "I always knew you would change to world."

Gwen pulled more papers out of her locker and tossed them into the trash bin her boyfriend was holding.

"There's so much junk in this thing, it's unbelievable." She said, diving back in.

"You should see mine. I swear a mouse has been living in it." Peter looked down into the bin in his
hands. "Are you sure you don't want these notes?"

"Yeah, those are like six months old," Gwen pulled out an old notebook and began flipping through the pages. "I wanted to invite you to my apartment Friday. We’ll have the place to ourselves. We could watch TV or something."

"I can't. I'm grounded."

"You're grounded? Seriously?"

Peter nodded.

"I got home a little late last night, broke curfew or whatever."

"That sucks."

"Yeah but I might be able to work something out. I'll keep you posted." Peter looked down the hall just in time to make eye contact with Flash Thompson. Flash looked down away from Peter and ducked down into a classroom, his arm was in a cast.

"What was that about?"

"You broke his arm, Pete.” Gwen reminded. “Or did you forget."

"He deserved it."

"Well some people deserve a lot of things, but just because you can teach someone a lesson, doesn't mean you should."

"I know Gwen, it's just…"

Gwen tossed a final notebook in the trash and took the bin from Peter to set it down on the ground with a heavy thud.

"You should apologize to him."

Peter shoved his hands into his pockets. On the list of things he didn’t want to do, interacting with Flash Thompson, even to apologize, was near the top of the list.

"Maybe." He leaned forward and caught Gwen’s lips. The distraction worked momentarily, and he felt her lips curve into a smile.

"No maybe," Gwen argued when she pulled. "It's the right thing to do." She picked up the bin again and shut her locker with her elbow. "Call me later okay?"

"Alright." Peter sighed, watching her trot away.

*Why do I always have to take the high road. If anyone should apologize it should be Flash.*

Peter arrived at Biology to find Doctor Connors’ desk obscured by a crowd of students. He could hear Connors laughing and students cheering.

*What's all this about?*

He pushed his way through the ring of students to find Doctor Connors arm wrestling a kid, with his right arm; the one that had been missing not twenty-four hours ago. Peter’s jaw dropped.
Doctor Connors cried out in victory as he beat his opponent, slamming the students hand down onto the desk, and he rose, arms raised as the students cheered again.

"Alright, alright that's enough," Connors laughed. "Everyone take their seats." The students filed reluctantly to their desk, with the exception of Peter, who moved close to his teacher.

"You wanna fill me in on what's going on, Doc?"

Connors smiled widely and placed each his hands on Peter's shoulders.

"Change, my boy. Big changes! Meet me after class. We have much to discuss."

Peter had a million questions, but he swallowed them. Connors had promised to keep his secret, so he wasn’t about to press an explanation out of him in return. He took his seat.

"Alright class settle down. Open your books to page three hundred and ninety-four."

Lucky for Peter, class seemed to end as quickly as it had begun. The bell rang, and students loudly shifted out of their desks and left the room. Peter stayed in his seat, while Connors closed and locked the door shut.

"Reptile DNA," Connors explained, a gleam in his eye. "Lizard to be exact."

"I'm sorry?" Peter was taken off guard.

Doctor Connors held his right hand before him as if examining a precious jewel for blemishes.

"I've managed to successfully bond myself with lizard DNA, allowing myself to re-grow my missing appendage."

"That's… amazing." Peter got up and shook the doctor's hand. "Really, I mean this is some serious Sci-Fi shit."

"Thank you, and watch your language, Peter; we are in school."

"Yeah but, Doc, imagine the possibilities. What are you doing here, you should be on the phone with NIST or something!"

"They'll be time for that soon," Doctor Connors leaned back against his desk, buffing his new nails on his jacket. "Martha and I are in the process of drafting subject writing, soon the world will know of my achievement."

"Well that's fantastic, congratulations."

"Thank you, Peter." They grinned at each other. The Doctor’s glee was infectious. Connors cleared his throat, growing serious. "Now, tell me about the events of last night."

"At the hospital, with that Electro guy?"

"Yes, it's been all over the news."

"Well," Peter rubbed at his chest, where the ghost of a powerful electric still ached. "There isn't much to tell, I saw the explosions and decided to investigate. Turns out my new friend Electro had decided to torch the place."

"Interesting, tell me about his electric powers."
"He could like, shoot lightning," Peter gestured with his hands. "And that's really it. Although, maybe he can fly too. He managed to give me the slip somehow."

"Where do these guys come from? The Green Goblin, now Electro."

"Beats me, both of those lunatics are still out there."

"Are you going to go after them?"

"Of course."

Doctor Connors looked Peter in the eye, his mouth forming a thin line.

"Peter," He began. "I can't convince you to stop being Spider-Man, I know that. But you can't stop me from making sure you aren't killed." Peter didn't know what to say or where the doctor was going with this, but Connors continued. "Come by my lab tonight, I've got some ideas."

"I can't I'm grounded."

Doctor Connors laughed.

"It's funny, I forget how young you are. It's hard to believe that Spider-Man can be grounded."

"Yeah, it's hilarious."

"Let me see what I can do, I'll call your aunt and tell her you're doing school work. Does that sound okay?"

"Yeah," Peter's face lit up. "And while you're at it, tell her I'll be there Friday night too."

"Why?"

"I've got uh, Spider-Man stuff to do that night. I just need an excuse to get out of the house."

Connors shrugged.

"Alright, just be sure to come by tonight. I'm not the only one who deserves an upgrade."

Part III of What is Left Behind

Peter knocked on the door to the Connors' lab later that night. It was their young son, Billy, who opened the door after a moment.

"Uh, hey." Peter said.

"Hi." Billy responded. He was a small boy, no older than ten. He looked like a miniature version of his father.

"Is your dad here?"

"Yeah." Billy turned out of the doorway and allowed Peter to enter the lab. Doctor Connors and his
wife were staring, entranced, at the screen of a computer. The both looked up as Peter approached.

"Peter, good to see you," Doctor Connors said. "Billy, why don't you go into the classroom and read your book?"

"Okay." The quiet boy shuffled his feet out of the room.

"So, what are these ideas of yours," Peter asked once Billy was gone. "I already told you, I'm not giving up Spider-Man."

Doctor Connors held up his hands defensively.

"We aren't suggesting that, what we have in mind is some improvements to your gear."

Martha unplugged a small black device from the computer and held it out to Peter.

"What's this?" Peter asked, taking it.

"That is a small radio. Press that button on the top to turn it on."

Turning it on unleashed a wave of static that buzzed softly.

"It's tuned to the police radio, when there is an emergency you'll be one of the first to hear."

"Alright," Peter nodded in appreciation. He slipped the radio in his back pack. "What else do you got?"

Curt Connors crossed to his work bench.

"Since you've been utilizing my Bio-Cables, I assumed you've created some type of firing mechanism. Do you mind if I take a look at them?"

Peter rolled up his sleeves to expose his web shooters. Connors bit back a laugh.

"That wouldn't happen to be duct tape, would it?"

"Hey, I use what I can find, okay?"

Connors motioned with his hands and Peter unstrapped his shooters before handing them over. The doctor shook his head, placing them on the table and beginning to take them apart.

"I have to give you praise for this design though. It's good, but I think I can give them the proper upgrade, make them more functional."

Peter was handed a pair of red gloves by Martha.

"And what are these."

"I sewed them myself, Curt told me about your run in with Electro. I put rubber padding in the palm and knuckles that should reduce electrocution in case you run into him again." Martha explained.

"Wow, Mrs. Connors, I don’t know what to say," Peter smiled at her, then turned to where Doctor Connors was fiddling with his web shooters. "I ran out of fluid earlier, maybe you could set up some kind of magazine system where I could load it easier?"
Connors nodded his head.

"Yeah that sssounds like sssomething I can look into."

Both Martha and Peter stared at the back of Connors head, puzzled by his curious and sudden speech impairment.

"Are you okay?" Martha asked, stepping forward and putting a hand on her husband's shoulder.

"Yessss I'm fine." Connors put his hand up and touched his head. "I feel… fine."

Suddenly he jerked forward and started to spasm.

"Curt!" Martha yelled, taking him by the shoulders, trying to keep him from falling forward. He jerked out of her grasp and stumbled away from the work bench, falling to his knees.

"What's happening?" Peter asked, his spider-sense going into overdrive.

"I don't know!" Martha was getting flustered.

Connors turned towards them, his skin turning a shade of sickly green.

"GET OUT! RUN!" He cried, pressing both his hands to either side of his head, shaking violently. The doctor grew taller, his lab coat and shoes ripping as he grew. His spine elongated outwards, bursting into a muscular green tail. Massive claws replaced his hand and feet and he finally turned to his wife, a forked tongue slipping out from between his new fangs.

He leapt towards her.

Martha screamed.

Peter met him halfway through the air, his momentum carrying them both across the room to slam into the wall. The Lizard hissed and gripped onto Peter, rolling onto his back before hurling him away. Peter bounced off a desk and rolled to the ground, cursing. The Lizard's claws had punctured his skin, ripping through his jacket.

"Curt!" Martha moved cautiously towards the monster. "Curt, can you hear me?"

The Lizard opened its massive mouth and screeched at her, before leaping up and bursting through the ceiling, slithering out of sight.

"What the hell was that?!" Peter was now at Mrs. Connors' side.

"T- The reptile DNA… Curt used to re-grow his arm," Martha stammered. "It must have altered his own genetic makeup more than he thought."

"I have to go after him." Peter looked at his web shooters, still opened-up on the work bench.

*No time to fix those.*

He turned and leapt up the wall towards the gaping hole, already pulling off his shirt to reveal his suit.

"Peter, don't hurt him!"

Pulling his mask down over his face, Peter looked down at Martha.
"I'll do my best." He disappeared.

Martha looked down towards the ground and covered her face with her hands.

_I can't call the police._ She thought. _Both of our lives will be ruined if this gets out._

A door opened behind her and she wheeled around to find Billy standing in the doorway, taking in the destruction of the lab with wide eyes.

"Billy," Martha rushed to her son. "Listen to me you have to stay in here okay. Stay here with me."

Billy was too stunned by the commotion to speak, so Martha guided her son to a vacant desk and sat him in a chair.

_Okay now what? Curt's serum is here, maybe there is a way I can reverse engineer it. Create some short of antidote. It's worth a shot._

She took a deep breath and began to work.

"Here lizard, lizard, lizard," called Peter as he crawled along the wall of a hallway. "Come out and surrender please," His spider-sense triggered, and he whipped around to find that his quarry had stalked up behind him. "Um, pretty please?"

Spider-Man dodged a swipe from one of the Lizard's claws and bounced off the wall, delivering a kick to the beast's head. The Lizard twisted with the kick away from Peter, swiping at him with his tail. Spider-Man was hit in the chest and knocked away down the hall. He managed to catch himself on his hands and backflip to come to a stop in a crouching position. The Lizard was already on him though, slicing the front of his suit as Peter danced away from him.

"Connors, if you can hear me," Spider-Man hit his foe with a right hook. "You've always been my favorite teacher." He twirled away from the Lizard's snapping jaws "So none of this is personal!"

He laced his fingers together and brought them upwards, connecting with The Lizard's chin. The scaly monster was forced upwards into the air, its head bashing into the ceiling. It landed again, backwards on the ground and Spider-Man scrambled onto his chest, trying to pin the monster down. They rolled, and Spider-Man found himself being crushed by the Lizard's weight. Claws raked across his arms and chest tearing his suit.

_Do you know how much time it takes to sew these things up?!_

The Lizard lurched forward, dragging Peter with it. The pair burst through a door and tumbled over a railing, out into the open air. They fell, both of them trying to gain the upper hand, then they hit the water with a thunderous _splash_.

_Water? Oh right, this is a college. Of course they have a swimming pool and of course that's the first place a ten-foot tall lizard would try to go._

They twisted and turned under water. The Lizard was fierce: not releasing its grip on its prey. Spider-Man wriggled in his grasp and kicked whatever part of the monster he could reach.

_Running out of air; can't do this much longer; need to get out of the pool!_

The surface of the water churned and splashed, erupting in a spray of water as the combatants rose
from the depths. It was a terrifying view. The drops of water hung momentarily suspended in the air as both Spider-Man and the Lizard reared away from each other, then came back, striking at each other once more.

Martha's hands shook as she stirred the mixture together in a test tube. The chemicals blended together in a mess of color before setting on a dark blue.

*This is it. It has to be the antidote.*

She capped the solution and stuck it in her pocket, turning to her son. She couldn’t leave him here without knowing the lizard’s whereabouts.

"We’ve got to move, okay, hold my hand." Billy grasped onto his mother.

"I still don't understand what's going on." He said.

"I'll explain everything later," She said, cautiously leading them from the lab. "But now I have to do something."

Peter clutched at his side, he was bleeding heavily. His vision swam before him and he struggled to focus.

*I can't let them down, not Doctor Connors. Not now!*

"Come on!" Spider-Man shouted to the monster before him. "Not getting tired, are you?!"

Before anything could happen though, a loud beep echoed down the halls.

"Peter lead him to the main lobby, I have synthesized a cure." The intercom buzzed above their heads.

*Martha! Oh man, I hope she's right.*

Spider-Man backed away from the Lizard.

"Let's take a walk, Doc."

The Lizard lunged forward and Spider-Man darted out of danger and down the hall. The beast gave chase, half crawling and half slithering after him. It was fast, but Peter was faster. He pumped his legs, forcing himself to keep his distance from the claws swiping after him, ignoring the pain that stung at his side. They turned a corner and Spider-Man burst through a set of doors and into the lobby.

Martha was already there with Billy under her arm. She held out her test tube.

"This! Make him drink this!" She cried, the sight of her mutated husband causing her knees to shake.

Peter started towards them, but the Lizard tackled him from behind. The rolled on the ground again and Spider-Man struggled onto the beast’s scaly back. He wrapped his arms around its neck in a
choke-hold and gripped with his knees, holding on tight as the monster bucked beneath him.

Martha shoved Billy backwards and rushed forward.

"Hold him steady!"

"What does it look like I'm trying to do?!"

Peter threw himself back, pulling the monster with him and felt the full weight of the Lizard on his chest. Martha was there, trying to force the antidote between her husband’s snapping jaws. When she saw an opening, she dumped the contents of the test tube down his throat. The Lizard roared and tore away from Spider-Man, knocking Martha to the floor. The empty test tube bounced away on the floor, finally shattering as it hit the wall. The Lizard gripped the sides of its massive head and thrashed about the floor, kicking up shards of tile with its razor claws.

Slowly, the green skin returned to its normal color and the long tail collapsed upon itself. Eventually, Doctor Connors was all that remained, covered in his tattered clothes.

"Alright," Spider-Man lay flat on the floor. "No more crossbreed experiments."

Doctor Connors sat in a desk chair, a blanket wrapped around him.

"I don't understand," He said, shaking furiously, as if close to hypothermia. "The foreign agent, it shouldn't have taken over like it did. The mutation was supposed to have been stabilized."

Martha put her hand on her husband's shoulder.

"It's… it's okay." She said.

"No, it's not, I could have killed someone." Connors buried his head in his hands. "I could have…"

"You could have done something terrible," Peter agree. He was in the process of wrapping a bandage around his middle, covering his wounds. "But you didn't, and I say that counts for something."

Doctor Connors looked at Peter, tears welling in his eyes.

"If you hadn't been here, I don't know what would have happened. And you," He turned to his wife. "My beautiful, brilliant Martha, if you hadn't created that formula…"

Martha wrapped her arms around him.

"Curt it's alright, we are alright. You don't need to worry anymore."

Peter shrugged his shirt back on.

"The antidote, is it permanent? He asked.

"It should be," she answered. "I'll run every test though just to make sure."

Connors looked at his stump of a right arm and sighed.

"I just wanted… to make the world a better place." He spoke softly.
"You will, Doc, that's something I know for sure." Peter responded, scooping up his bag and looking at his watch. "But right now I need to head home."

Martha nodded.

"Do you need a ride?"

"No, I'll take the train." Peter looked at his dismantled web shooters. Connors followed his gaze.

"I'll get those to you as soon as possible." He promised. As Peter headed for the door, Connors called him back. "Peter, I can't thank you enough for protecting my family. I am in your debt."

"Don't mention it. I'm something of a hero. I'm starting to realize this kind of stuff comes with the job." They smiled at each other, Connors rather weakly, and Peter departed. He was halfway down the hall when another voice stopped him.

"So, you're Spider-Man, right?" It was Billy, sitting against the wall, a book he had been pretending to read in his lap.

"Yeah," Peter admitted. "I am."

"That's really cool."

"Thanks, but listen, Billy, you have to promise that you won't tell anyone okay?"

"I won't."

"No, I'm serious. You have to promise me, okay bud?"

"I promise."

"Good," Peter raised his hand and Billy met him in a high five. "I'll see you around."

A raven swooped out of the sky and perched on a tree stump. It pecked around, looking for a late-night meal. Suddenly it exploded in a mass of black feathers and its charred corpse tumbled to the ground. Max Dillon darted forward and picked up the dead animal.

_Dinner._

Max was in bad shape. His bandages had been abandoned, revealing a horribly disfigured face. The rest of his body hadn't fared well either. He was essentially reduced to a large mass of scar tissue. He stumbled through the woods, wrapping his tattered hospital gown around him in a feeble attempt to block out the cold.

_I can't last much longer out here. I'll be dead in days at this rate._

His stomach rumbled horribly as he plucked his bird, preparing to cook it. With a flick of his fingers he started a small fire in his makeshift campsite. He leaned against a tree as his meal cooked and looked up at the stars.

_I've never really seen the stars like this, growing up in the city. Oh god, how I wish I could just go home. I just want everything to go back to the way it was before..._
Max wanted to cry, but he doubted his body had the nutrients to support such an act.

This is no way to live, or die for that matter. I need help. I'm the victim here, after all.

He stood up and turned from his shelter, walking purposely up a hill. A rock slid out from under his foot and he fell to his knees, his body aching in protest. Max groaned and stumbled to his feet, then continued to climb. Eventually he reached the top and, across the bay, the city was spread out before him. In the skyline he could see the outline of Oscorp Tower.

The best scientist in the world, right there in that building. If anyone can fix me, they can. They have to, I can't die like this.

Not like this.

Friday came and Peter knocked on the door to Gwen's apartment. He looked down at himself. He had really dressed up for the occasion. A shirt with buttons and clean pants, Peter had really gone all out. Hell, he even had flowers clutched in his sweaty palm.

The door opened and Gwen’s face lit up when she saw him.

"Peter!" She grinned.

She looked nice as well: soft blue sweater and blonde hair held up behind a dark headband.

"Hey." Peter smiled back and pushed the flowers toward her, a little too quickly. She blinked at him, then smiled once more.

"These are beautiful," She said, rising on tiptoes to plant a quick kiss on his cheek. “Come on. I'll just put them in a vase.”

He followed her inside and the door shut behind them. It was a nice apartment, well-furnished and eerily clean, less homey than May’s cozy home. Gwen led Peter into the kitchen, which was stocked with chrome appliances.

"So, uh- where are your parents?” Peter asked, shifting his weight from foot to foot. He half expected Captain Stacy to be hiding in the breadbox, ready to accuse him of being Spider-Man, and slap cuffs on him.

"They are out now, but they will be back a little later." Gwen found a vase for the flowers and arranged them on the counter. "How's your aunt?"

"She's tired a lot. Treatment takes a lot out of her."

"Yeah I bet.” Gwen motioned for Peter to follow her and she led him from the kitchen to the couch. “I mentioned to my mom that would come bake a casserole or something for you guys. It’s not much, but we just want to help.”

“Yeah! I mean, we won’t turn down free food.” Peter changed the subject. "I really like your apartment," He gestured around the room. "It's a nice place."

"Thanks, we moved here a couple years ago. Dad wanted to be closer to the station."
"Gotcha."

*It'll be interesting to see the old captain when he isn't pointing a gun at me.*

They sat in silence for a moment and Peter was acutely aware of how warm this room was. He wiped discretely tried to wipe his palms on the sofa. Gwen twiddled her thumbs in her lap.

"Do you want to see my room?" She asked suddenly.

"Sure."

She took Peter's hand and pulled him off the couch then down the hall. Gwen pushed open her bedroom door and revealed a tidy room. The bedspread was a pale blue that matched the curtains. There were piles of books on the floor and more neatly aligned on the bookshelf, pictures of flowers hung on the walls, and a laptop computer sat half open on a desk. The room was so utterly...Gwen. Peter couldn't help but smile.

"I like it." He said.

"It’s nothing special." Gwen’s cheeks were tinged pink. She moved to sit on the bed and Peter joined her.

"If I'm being honest, I'm actually really nervous to meet your parents." He admitted.

"Don't be, they will love you," She chuckled nervously. "I mean, know I do."

Peter eyes widened

"Uh what?" Was all he could manage.

Gwen let out a squeak and covered her face with her hands.

"No, no, no – that’s not what I meant! Oh my god, I can't believe I said that. I mean we haven't even been dating for that long!"

“I know! It’s okay!”

“Let’s just forget that happened. I don’t know what’s gotten into me. I’m just so nervous and you’re here in my room and…”

Gwen was rambling and Peter was floundering.

“Do... Do you want to just sit for a little?” He offered. He needed to buy some time to think. The only people who ever mentioned love to Peter had been May and Ben.

Gwen nodded, not trusting herself to speak again. So they sat in silence for a while, not touching, just sitting, occasionally casting glances at one another. Eventually their eyes met, and it was if the tension that had been pulled tight between them was suddenly cut by a knife. Their lips crashed together in a frenzy, arms wrapping around each other, tipping sideways to lay across the covers. Peter felt something odd run across his lips and realized it was her tongue, he met her advances and they continued ravensively.

Gwen gasped, her hands fist ing into the back of his shirt.

*I can't believe it. She thought. This is actually happening.*
It was impossible to tell when one body ended and another began. Peter's hands roamed and encountered lands where no soul had trodden before. Gwen arched her back, lifting her arms and allowing him to remove her sweater. Peter’s mind was a frenzy of activity, ping-ponging between delight and panic.

They were caught up in the moment, nothing mattered to them except each other. Gwen bit back a moan as Peter clumsily kissed her neck. What he lacked in experience, he made up for in enthusiasm. Her hands tugged at the bottom of his shirt, lifting it upwards and running her hands up his chest. Her finger trailed down his side and she felt the bandages around his stomach, prodding a little too firmly.

Peter cried out in pain and pulled away from her, stumbling to his feet. The slices on his side burning like fire, having not yet fully healed. They both breathed heavily, Peter was standing across the room with Gwen sitting up on the bed.

"I'm sorry…" He began.

"What's with the bandages? What happened?" She interrupted him. Peter adjusted his shirt back into place and covered his injury. "Peter." She demanded.

He couldn't meet her eyes. His head was too clouded, he needed to think – come up with some excuse.

*Think, idiot, think!*

"There was an accident. I… I fell down."

She didn't believe him.

"Are you in… like a gang or something? Are you in a fight club?"

"No, I'm not, it's just," Peter forced himself to look at her and felt his stomach drop. She looked glorious, half-dressed and kneeling on the bed, her doleful eyes scrutinizing him critically. He should have been prepared for this. He shouldn’t have let things get this far tonight.

*I should tell her. I should tell her everything.*

*No! Get a grip!*

Peter opened his mouth to speak, but couldn’t find the words and closed it again.

"Peter, I need to know. Those bruises on your face last week and now this? What is going on?"

"It's Flash," Peter lied. "He- He didn’t accept my apology."

"Oh.. Oh, Peter." Tears were welling in her eyes.

He forced his legs to move and he embraced her.

"Oh, Peter, I'm so sorry," She sniffed. "I didn’t think he was going to hurt."

Peter suddenly hated himself, more than he has ever hated anyone.

"It's okay," He murmured. "It won't happen again."

"How do you know? My dad's a cop, we could tell him, and he would understand. He could protect
"No, Gwen it's okay. Me and Flash sort of talked afterwards. I, um… Think we came to an understanding. You know how it is, an eye for an eye and all that. It won't happen again."

She shook her head into his shirt, but didn’t press the issue. Guilt settled cold and heavy in Peter’s stomach, but he didn’t say anymore.

*One day, He thought. I’ll tell you the truth. I promise, one day.*

---

**Part IV of What is Left Behind**

The Stacy parents arrived later that evening to find Peter and Gwen sitting on the couch together. Mrs. Stacy was a kind looking lady with a soft face and light blonde hair like her daughter. George Stacy on the other hand was a much more intimidating man, the last time Peter had seen him were through the lenses of a mask.

"Peter," He said, extending his hand and smiling. "It's nice to see you again."

"It's nice to see you too." Peter responded, shaking his hand.

"Firm handshake," Captain Stacy commented, then continued. "How are you and your aunt?"

"We are doing good. It's, uh, not easy without my uncle but we'll be alright."

The captain nodded.

"I understand, I'm glad Gwen invited you tonight. It's good to have friends during a time like this."

Peter opened his mouth to speak but Mrs. Stacy stepped up and quickly embraced him in a bear hug.

"Oh, it's so nice to finally meet you. Gwendolyn talks about you all the time. It really is about time she got a boyfriend." She said.

"Mom!" Gwen gasped, her face filling with blood again. Peter couldn’t help but laugh.

"Oh relax, I'm just making friends," She put a guiding hand on Peter's shoulder. "Come on, let's eat."

Dinner was homemade chicken marsala, on par with the meals May and Ben used to make together back in the day. It was hard to enjoy it though, while Captain Stacy was perfectly pleasant, paranoia tickled the back of Peter’s neck and he was on edge the whole affair. After dinner, Gwen walked with Peter out of her apartment and down the hall towards the elevator.

"So that went pretty smooth, huh?" Peter exhaled.

"Yeah it did," She reached out and took his hand. "Thanks for coming, I could tell you were nervous."
"Well of course!" Peter laughed. "Your dad is a nice guy though."

"Mhmm, you’ll be safe as long as you don’t commit any crimes." Gwen chuckled.

"Does it worry you? Him being a cop, I mean, like what if someone tried to hurt him?" He paused, then added with feigned nonchalance: "Or even you?"

Gwen paused, thinking.

"Well, of course I worry about him." She said thoughtfully. "I try not to think about that kind of stuff, it’s pretty morbid. Nothing like that has happened yet and I hope it doesn't, but I think I would be lying if I said it wasn’t something that crossed my mind." They came to a stop next to the elevator. "But what's the point of living in fear all the time? The world is a dangerous place, but my dad always told me that there’s nothing we can do except try to make it a little better – in our own way, you know?"

Peter leaned against the wall and admired her, a smile playing his lips.

"You're just full of little pieces of wisdom, huh? My own personal fortune cookie."

"What can I say? It's a gift."

They kissed again and Peter reluctantly bid her goodbye.

The balding man took in a deep breath and a bead of sweat traveled down his forehead to the tip of his nose. He swiped it away with his hand and adjusted the goggles on his face.

*So tired, but I cannot sleep. Scientific progress waits for no one.*

Doctor Otto Octavius was one of the most well-respected and brilliant scientists in the world. Half of his fame was attributed to his contributions to the field of nuclear fusion, and the other half was for his arms.

His robotic arms to be exact, four long tentacles of steel that protruded from his back. These marvels of engineering were first introduced by Octavius as a means to perform delicate experiments with more precision. But soon they evolved into his own personal lab assistants, nullifying the need for anyone but Octavius to work in this particular Oscorp laboratory, which was just the way Octavius liked it. *Doctor Octopus* was the less-than affectionate name given to him by his fellow scientist, who resented the recluse.

*I couldn’t spend more than five minutes working with the mediocre excuse for physicists that populate this building. If it were up to me, I’d have all these dolts fired!*

Octavius stood in the center of the room, his tentacles swirling around him, moving equipment from here to there. He held in his hands a set of blue prints. Oscorp came equipped with holographic diagrams that could be used for near life-like models, but Octavius tended not to trust tech not built by his own hands, mechanical or otherwise.

He examined his plans, a smile curling his lips.

*A miniature nuclear reactor, imagine the possibilities.*

He was torn from his thoughts as the wall of his laboratory suddenly, and quite rudely, exploded
inwards. On reflex, his tentacles wrapped themselves around their creator, shielding him from debris. An alarm sounded in response to the security breach.

"What in the name of Charles?" Octavius inquired, peeking between his arms.

Atop the rubble stood a man in a tattered hospital gown, his entire body covered in ghastly burns and scars. Octavius was stunned, speechless at the sudden disruption. He pulled his goggles off his face.

"What is the meaning of this!?" He demanded, although he took a wide step back from the newcomer. The mysterious man stepped forward, electricity started crackling at his fingertips.

"Fix me." He said, his voice a horrible wheeze.

"I do not understand. You are trespassing on Oscorp premises! In my lab!"

"Fix me!" the man shouted again, charging at Octavius. He didn't get very close as he was batted away with a well-placed tentacle. The man was tossed across the room like a rag doll, slamming into the wall. Octavius was mildly surprised by this defense. He’d never used his arms for such and act before.

"Do you hear the sirens, you dolt?" Octavius seethed, advancing on the crumpled man. “Security is already on his way, surrender yourself and face the consequences of your actions."

_We are seventy-two stories above the ground._ Octavius’ mind raced even as he spoke. _I'm admittedly curious as to how he managed to get up here. Who is this man and what does he want?_

The man was mumbling to himself, nonsensical ramblings.

"What is it," Octavius asked. "What are you saying?"

"I'm dead."

"You aren't dead I assure you that you are very much alive."

"No," The man looked up at Octavius. "I'm already dead!" He thrust his hand forward, a bolt of electricity surging forward into the Doctor's body. Octavius screamed in pain, his tentacles writhing wildly. "I wanted you to fix me! Why can't you fix me?!"

Octavius dropped to the ground as Electro lowered his hand. The Doctor twitched before going still, his metal arms falling around him. Electro curled into a ball.

_It hurts, it hurts so much. I came here for help. That's all I want, I need help. Please._

The sirens continued to wail.

Aunt May was sitting on the couch, counting a stack of dollar bills when Peter got home. She had started teaching piano again to make ends meet and while May was very knowledgeable, she couldn’t rightfully charge as much as a higher-end tutor. She would need many more clients before she could relax her monetary concerns.

She stuffed her pay into an envelope as Peter entered the living-room.
"Peter, it's about time you got home. How was working with Doctor Connors?" She asked.

"It was great. He’s giving me some tips for college"

**When did this happen? When did I become a pathological liar?**

"Well that's nice. I’m certainly glad he’s taken you under his wing. There’s food in the microwave by the way, if you’re hungry" Aunt May rose and shuffled to her bedroom and Peter went to the kitchen, finding a plate of meatloaf waiting for him. Despite having eaten already, he started up the microwave to heat the plate up. Web-slinging, as it were, burned a lot of calories.

A loud beeping noise made Peter jump. He looked at the microwave to find that it was still in the process of cooking. Searching for the source of the noise, Peter felt inside his pockets and pulled out the radio Connors had given him. He pressed the button.

"All units be advised," It buzzed. "Reports of multiple explosions on the east side of the Oscorp Tower. Another electrical storm in the area, repeat all units be advised…"

Peter clenched the small radio in his hand.

**Electro.**

Abandoning his meatloaf, Peter dashed upstairs to his room.

**Hopefully May doesn’t check on me.** He thought, kicking off his shoes and pulling his shirt over his head.

There was no time to waste. He pulled a battered duffle bag out from under his bed and opened it to reveal his suit. He had done a terrible job repairing it after the Green Goblin fight, and his run in with the Lizard hadn't done much for the poor thing either. Peter felt at the wound on his side.

**Should I really be going out right now? I'm not healed yet.**

He looked down at his reflection in the lenses of his mask.

**No breaks, right.**

Peter tugged on his suit and opened his window. He rolled up his sleeves and looked at his new web shooters that Connors had made for him. They were more sleek and professional looking, not to mention easier to reload with Bio-Cable fluid. It was time to put his new gear to the test. He fired a web line to an adjacent house and was pulled away into the air.

Outside of Oscorp Tower, Captain Stacy brought his cruiser to a halt and quickly stepped out of his vehicle. Officer Johnson jogged to meet him.

"What have we got so far?" Stacy asked as Johnson approached him.

"We have an explosion on one of the upper floors, Oscorp security sent out a message about a security breach in one of their nuclear development labs," Johnson rattled off. "So far we can't tell if there are any casualties inside the building and no one outside has been hurt. We've diverted traffic away from the area"

"Good, where are the emergency response units?"
"We have a team already heading up the building."

"And Oscorp security? I know these guys have some kind of defense system."

"From what I hear, their automated drones are in the process of evacuating the building."

"Okay, how long till the ERU’s get to the breach."

"Two minutes."

"Alright, well…"

Something whooshed by over the officer’s heads and they both looked up to see a red blur flipping upwards toward the tower.

"Damn, he's here. Get a police chopper over here ASAP." Captain Stacy watched Spider-Man as he zipped higher, becoming a dot against the evening sky.

Spider-Man landed on the lip of the massive hole in the side of Oscorp Tower. Through the smoke, he could see a still man lying near the center of the room. Spider-Man leapt forward and examined the man.

What the hell?

There were four massive metal arms sticking out from his back, snaking along the floor around them. Smoke rose from the black harness that held them to their operator.

Doctor Otto Octavius? I did a report on him last year, he's an amazing…

Spider-Man leapt to the ceiling avoiding a bolt of lightning fired in his direction. He twisted his head around to see Electro staggering to his feet.

"You!" He shouted hoarsely. "You've come back to kill me!"

"Electro, buddy, what's up." Spider-Man dodged another bolt and came down towards his attacker. "You never call, you never write, I've missed you." He brought his elbow down on top Electro's head and was promptly blasted away on impact. Electro was seemingly now carrying an electric charge

"You can't fight me!" He warned. “I have… power. I am power!"

Spider-Man landed on his hands and flipped over into a crouch.

Stupid, his whole body is electrified. I hope Martha's gloves do the trick.

A web-line pulled Spider-Man away from another electric attack.

"Well power, meet responsibility." Spider-Man leapt towards Electro, narrowly avoiding another bolt by contorting himself midair. Once he was close enough, Spider-Man planted his foot on the ground, pivoted, and swung his fist - hard. His rubber padded glove connected with the side of Electro’s head, throwing him to the floor.

Spider-Man stood over him. The punch had nearly knocked Electro unconscious and the bandaged
man lay still, breathing hoarsely. Peter looked at the disfigured face, the glowing eyes, and the scars. Without his bandages on, Electro truly looked like a monster.

Then Peter recognized him

"Max." Peter gasped. Max Dillon mumbled something, barely audible. Peter knelt down next to him. "Max Dillon."

"I'm already dead." Max croaked. His eye near where Peter had struck was swelling at an alarming rate and blood ran freely from a gash there.

I couldn't recognize him, the bandages, and the scars. I didn't know it was him.

"I just wanted to be fixed, I wanted my life back. But I'm dead, I'm so dead."

He's lost his mind. I need to get him out of here.

Peter reached for Max.

"Just hold on Max, I'm going to get you help okay?"

Max reached up and shot a bolt, that Peter twisted his neck to dodge.

"Max please! Let me help you!"

"No. You've killed me, Spider-Man."

"No," Peter tugged off his mask with thinking and looked into Max's eyes, praying that he would recognized him. "You know me, you knew my uncle. You worked with him. Max don't you remember, you came to my house to pay your respects."

Max looked at Peter, inside the cogs of his brain struggled to turn.

"Peter Parker," He coughed, bloody saliva dripped from his mouth. "Your uncle was a good man."

"So are you, Max. I'm sorry I fought you, but I didn't know who you were! You're hurt but I can help you now. Let me get you out of here."

Something very large and heavy slammed against something hard and metal with a thunderous boom. Peter looked up at the doors to the laboratory, already buckling from the impact.

Emergency Response Units, ramming their way in. They're here to deal with whatever caused this mess, namely Max and me.

Peter moved more cautiously this time, pulling Max's arm up and over his shoulder. Max didn't resist as Peter half-led and half-dragged him to the opening in the wall. There was another slam.

"Where are you taking me?" Max mumbled with his head hanging. Peter used his free hand to fix his mask back over his face.

"A friend of mine, Doctor Connors, he'll know what to do." Another slam at the door.

"Do you... do you think he can fix me?"

I don't even know what's wrong with you, Max.
"Yes, I do." Peter lied again and his stomach churned “You're going to be okay."

There was a final slam and the doors blew open. Peter looked over his shoulder at where the black-armored ESU’s began to pour into the room. They wielded mean-looking rifles in Peter and Max’s direction.

"Don't move!" One shouted.

"Max no!" Peter cried, too late.

Several officers were lifted off of their feet and thrown away by a wave of electricity. Peter screamed as Max's powers flowed into this body through where he gripped him. Peter fell to his knees away from Max, who now stood with both his arms pointing at the troops.

"You aren't going to kill me!" Max shouted as he fried several more units. "I'm not done yet!"

"Max, stop this!" Spider-Man yelled from the floor. "Just stop and I'll help you! I'll get you fixed! That's what you want, right!?"

Max either didn't hear or he didn't care at the moment, caught up in his fear. He continued to yell and attack the remaining officers, who were pinned down behind whatever cover they could find. Peter heard another one scream as they were struck by a bolt.

"Please! Don't make me stop you!" Spider-Man pushed himself up. "I don't want anyone to die!"

"It's too late," Max turned his head to look at Peter. "I'm already dead."

One of the officers had managed to move along behind a heavy workbench and at this point popped up over the edge and fired a spray of bullets. Spider-Man rolled out of the way and Max roared in pain as the projectiles tore into him.

"Max!"

There was an explosion of lightning as more bullets struck Max Dillion. Electrical energy was unleashed in one enormous clap and Spider-Man was flung the rest of the way out Oscorp tower. He twisted in the air, firing a web and swinging himself to safety. He landed on a streetlight at the base of the tower.

It's over. Peter was in shock. I couldn't save him.

He heard shouting below him and looked to find Captain Stacy and several other police men drawing their guns at him.

"Can't you guys give me a break!?" He zipped away before they could fire.

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Part V of What is Left Behind

The window to Peter's bedroom slid open and Spider-Man flopped down onto the rug. He tugged off his mask and gloves before crawling to his bed and clambering onto it. He stared at the ceiling for a long time, watching the fan there slowly turn in the moon light.
It's amazing really, so much shit can happen and in the end, I just go home, wake up the next day, and go to school. It's crazy.

Peter wanted to lie on his bed and sleep until the next winter solstice, but he forced himself to get up. He trudged to his bathroom and flicked on the shower. Discarding his suit on the floor, Peter stood in the cold spray of water, letting it wash away the soreness in his bones.

Max didn't deserve what happened to him, whatever it was that did happen to him. How the hell does someone get electric powers?

He shut off the water and got dressed for bed. By examining his suit, it was obvious that it would need extensive repairs.

Martha Connors can probably patch this up for me. I'll have to commission her.

Peter flopped on his bed again, already closing his eyes. He wasn't allowed to sleep yet, however, as his phone buzzed angrily on his night stand. Peter groaned and looked at the bright screen. It was a text from Gwen.

"Thinking of you. My place tomorrow night?"

Peter smiled and typed a quick reply.

"I'll be there."

Well I guess things could be a whole lot worse.

Jonah Jameson wasn't an overall impressive man. He wasn't large, or strong, or even particularly smart, but he was however very loud. That seemed to do the trick most of the time.

"Who the hell are you!??" He asked jamming a finger into Peter's chest.

"Uh Peter Parker, I have photos for you."

"For me?" Jameson rolled his eyes. "Aw you shouldn't have." He took the envelope from Peter's hands and deposited it straight in the trash. "Thanks for the visit." Jameson waved towards the door to his office.

"But I…" Peter pointed at his envelope in the bin. "Those are Spider-Man photos. Mr. Robertson told me to give them to you."

"Wait a minute. What?" Jameson retrieved the envelope and dumped the photos onto his desk, before spreading them out with his hands. "What the hell, kid. How did you get these?"

"I was on the roof."

Jameson picked up a depiction of Spider-Man swinging up Oscorp tower.

"The roof huh? You got initiative, Pecker. I like that."

"Parker…"

"Whatever, I'll take the whole lot," Jameson wrote a slip. "I don't usually like hiring kids, but if
Robbie vouches for you, then I can't pass up these photos." He handed the paper to Peter. "Tomorrow's front page: Spider-Man's Attack on Oscorp."

"What? No, Spider-Man was trying to help." Peter was taken aback.

"Doesn't look like it to me," Jameson made a big show of turning the photo upside down as if trying to examine it. "Get out of here and bring me more photos." He waved towards the door again.

Peter bit his tongue and turned on his heel.

"On second thought, I have another job for you." Jameson stopped him.

Peter turned back.

"What is it?"

"Our main photographer is still out of town covering my son's shuttle launch…"

"Wait your son is John Jameson? The astronaut?"

"Yeah, interrupt me again and I'll fire you. Anyways, I need you to get some photos of a new museum exhibit opening next week. Apparently, it's a whole big thing blah blah blah." Jameson was in the process of lighting a cigar. "Get to the museum at 5-o'clock sharp on Tuesday evening and bring me back some photos. I'll pay you."

"Alright, you can count on me!"

Jameson waved one last time at the door and Peter made his exit. Outside, he handed the slip to Ms. Brandt and she wrote him his check.

"So, what do you think of Jonah?" She asked, smirking.

"You know, I think he likes me."

Peter stepped out of the Daily Bugle and into the sun. It was warm on his skin. He basked the little bit of warmth, the last few weeks of autumn before winter set in. He suddenly had the urge to go spend the day swinging across the city, enjoying the afternoon sun.

If only I hadn't had to give Mrs. Connors my damn suit.

He stuffed his hands in his pockets and started down the street. Aunt May wouldn't expect him home until later tonight. He had gotten Doctor Connors to vouch for his location again. Pulling out his phone, he checked the time.

Is it too early to go to Gwen's? I don't really know where else to go though.

He decided to call her, quickly dialing her number.

"Hey." After the events of the previous night, her voice was a welcome reprieve.

"Hey, what's up?"
"Just doing some homework. When are you coming over?"

"I was actually going to ask you that. I'm free now."

"Yeah, come over now. I could use your help with this biology sheet."

"Okay, I'll be right over."

When he got to her apartment, it was Captain Stacy who opened the door.

"Peter," He said. "How's it going? Gwen's in her room."

Peter stepped past him.

"I'm going good. How about you?"

"Can't complain." The captain nodded, then disappeared into the kitchen, rather suddenly.

**Guess he doesn't feel like talking.**

That was fine with Peter, who was left to navigate to his Girlfriend's bedroom.

"Hello there." She said when she saw him, smiling. "Close the door."

Peter stepped in and flopped onto the bed next to her, causing her to bounce a few inches into the air. She laughed and they kissed.

"So, Biology huh?" Peter asked.

"Yeah," Gwen sighed. "I think Dr. Connors is doing his best to make my senior year hell."

"I wouldn't blame him. He's been having a rough year too." Peter thought of the Lizard.

"I guess," she pointed to her desk. "Grab my laptop, will you?"

Peter jumped up and snatched it before returning to the bed. He flicked it open and found a news article open on the screen.

"Another… Oscorp attack?" Peter asked, casual. Gwen nodded.

"Last night, several people died. And Dr. Octavius was injured, it sounded terrible."

"Dr. Octavius is alive?" Peter scanned the article. Apparently, the doctor had been rushed to hospital in critical condition. "What do they say caused it?"

"They haven't released a statement yet and dad’s not talking. If you ask me, I think Oscorp should be shut down."

"Why?"

"It's just too dangerous. A massive facility full of dangerous experiments in the heart of our city, they just don't seem to be able to keep things under control. I mean, the Oscorp Massacre, the murder of Miles Warren, and now this?"

"I thought you wanted to work at Oscorp one day."

"I really don't know," Gwen turned back to her book. "Are you going to help me or not?"
There was a knock at the door and Captain Stacy popped his head in.

"Your mother and I are going to the store. Make sure to get your homework done, okay? We'll bring back something to eat." He said.

"Okay," Gwen looked at Peter. "You should stay for dinner, it'll give you time to finish all that homework you're missing." She nudged her boyfriend.

"Oh, give me a break." Peter joked back. It wasn’t his fault he barely had time to sleep, let alone study.

Captain Stacy stiffened, his eyes turning oddly pensive, and he stared at Peter with a sudden interest. Peter felt uncomfortable under his gaze.

"We'll be back in a bit." Stacy abruptly shut the door behind him.

*What the hell was that about?*

They heard the Stacy parents leave the apartment and sat in silence for a few minutes. They turned to each other, looking into their partners eyes for a split second before reaching for each other. Any textbooks and papers were knocked to floor as they fell back on the bed spread. Eventually they broke apart, resting their foreheads together.

"What about our homework?" Peter asked.

"We could… not do homework." Gwen responded.

And they didn't.

When Peter finally left the Stacy apartment later that night, Peter could help grinning like a complete idiot.

*Gwen.*

Everything about this city seemed suddenly brighter, from the stars above, to the lights below, and even the people seemed list harried. It was as if he had been seeing everything through a pair of sunglasses for the last 17 years, and someone had finally taken them off. Peter didn't even mind when a rather strongly-scented gentleman fell asleep on his shoulder during the train ride home.

Leaping up his front steps in a single bound, Peter was greeted with the sound of music from within his home. He opened the door and followed the sound into the living-room. Seated at the piano was Aunt May, her delicate fingers dancing over the keys. Next to her was a girl Peter had never seen before. She had shiny red hair and a slender frame. Peter thought if she were to stand, she'd probably barely reach his shoulder.

Peter didn't know whether to slink backwards and up the stairs to let them practice in peace, or to stay, and watch his aunt and the red-haired girl.

"Peter, there you are."

He turned to find Anna Watson, their next-door neighbor, sitting on the couch.

"Uh, hi." Peter greeted.
The music stopped and both Aunt May and the girl turned at the voices.

"May, was just giving MJ her first piano lesson." Anna Watson continued.

Aunt May stood up from the bench.

"Peter this is Mary-Jane, Anna's niece." She introduced.

Mary-Jane.

Mary-Jane Watson stood up and smiled.

"Nice to finally meet you, Peter." Mary-Jane had vivid green eyes.

"Nice to meet you too."

END OF WHAT IS LEFT BEHIND

Chapter End Notes

Thanks for everyone that read and left kudos :) yall are the real deal.
- Mike
Part I of It's Hard to Remember

The young girl was dreaming. There was grass and sun, and a woman who looked very much like herself, but older and with a face chiseled from ice. As fierce as this woman looked, the girl felt comfortable around her, safe. A firm hand gripped the girl’s shoulder and for a moment, she believed she was still in the dream.

"Hey," said a voice, far away. "I need you."

The girl squeezed her eyes tighter, wishing the voice away.

"Felicia, wake up." The hand shook her.

Felicia Hardy opened her eyes. She was in her bedroom and her father was standing over her.

"Wha… what time is it?" She asked sleepily.

"Doesn't matter," Her father grunted. "Get up now and come to the kitchen." He disappeared.

Felicia yawned and stretched, looking out her window. It was still dark out. She swung her legs out of bed and padded from her room down the hall. She rubbed her eyes as she entered the kitchen, trying to wipe away the cobwebs of sleep.

"What's going-on?" Felicia froze when she saw the blood. Her father was seated at the kitchen table, holding a towel firmly over his arm. Blood was dripping from the towel to pool on the table before dripping steadily the floor. "Daddy, what's going on?"

"I need you to boil some water, okay? Felicia, can you do that?" Walter Hardy spoke firmly to his daughter. She nodded and grabbed a pot from the cupboard.

"What happened?"

"I was shot."

"What!?"

"Keep your voice down, girl. Damn."

Felicia got the water boiling and watched her father push himself up from the table and over to a drawer. He pulled out a pair of pliers and rested them into the water so that the handle was sticking out.
"The bullet is still in my arm." He grunted

"Why would someone shoot you?"

"I'll explain that later." Walter pulled his chair over near the stove and sat down. "Take the pliers out of the water and pull out the bullet."

"What?!" Walter waved his hand to shush his daughter, Felicia lowered her voice. "Dad we need to get you to a hospital if you've been shot."

"No, no hospitals. You can do this, Felicia. Just take the pliers."

Maybe it was the tone of her father's voice, or the alarming amount of blood leaking from Walter, but Felicia did as she was told; regardless of how confused or frightened she was. Quickly, she pulled the pliers from the water, and watched as her father moved the towel from his arm to his mouth, biting it between his teeth. Felicia found herself lost, her eyes fixed on the wound. It was a horrible sight, bloody torn flesh that bulged out from her father's bicep. She swayed on her feet.

"Felicia," Walter spoke through the towel, voice muffled. "You can do this."

She took a deep breath and slowly plunged the tip of the pliers into her father. He moaned in pain as she forced her tool deeper. Finally, she impacted against something hard and managed to get a grip on it. She pulled slowly, and the crumpled bullet came out, held tightly in the grip of the bloody pliers.

Walter Hardy was slumped back in his chair, covered in sweat and blood. He moved the towel back to his arm and whispered something.

"What?" Felicia was shaking, still holding the pliers tightly.

"Knife." He said again, louder this time. Somehow Felicia found the will to move and grabbed a carving knife from the drawer. Walter took it and motioned for her to move to pot of water. Felicia dumped it in the sink and watched her father set the blade of the knife over the stove flames. "You're, uh… doing good, Felicia. Don't worry." He said, trying to be reassuring.

Felicia stood, gripping the counter, watching the bloody man in her kitchen. He was growing paler by the minute. Eventually the knife blade turned white hot and Walter motioned his daughter closer. She released her death grip on the counter and stepped up.

"Take the knife and hold it over the wound."

"Why?"

"It needs to be cauterized, or I'll bleed out, okay?"

Felicia gulped and picked up the knife, the handle hot in her palm. She looked into her father's eyes and he nodded back at her. She pressed the hot blade against his arm and Walter Hardy bit back into his towel, trying his best not to jerk away. However, the accumulation of pain proved to be too much and Walter slipped into unconsciousness.

FIVE YEARS LATER

Tell me something is better than this. Go on, try.

Felicia Hardy leapt from the rooftop, landing on an awning and bouncing to the ground. She rolled
as she touched down and sprinted off down the alley. She had almost made it to the open street when a cop stepped out, blocking her path. He raised his gun in her direction and she skidded to a halt.

"You're under arres-" Another figure dropped down onto of the officer, kicking him to the ground before delivering a swift punch. The newcomer motioned to Felicia and they both darted away.

*Spending quality time with my dad.*

Walter and Felicia Hardy slipped back into their apartment from the fire escape. Felicia dropped a bag of diamonds onto the couch and headed toward her room.

"Hold on one damn second." Walter called after her. She froze and reluctantly turned to face her father. "What the hell was that?"

"What?" Felicia held her arms up.

"You were supposed to follow me to the other roof, not jump off like that."

"So what?"

"So what! I had to assault an officer. That is so what!"

"God, dad, it's not that big of a deal. We got the stuff, we are both okay and the job is done. Let's call it a night."

Walter Hardy grabbed the bag from the couch and lifted the floor rug to reveal a hidden safe affixed among the floorboards. He unlocked it and stowed their treasure.

"Felicia," He stood up and stretched his back. "I only agreed to take you out with me if you did everything I said. There is no room in this profession for mistakes like that."

"Profession? You mean breaking and entering, right?"

"You know what I mean. I'm not as young as I once was." He chided. "I can't always protect you. Before I ever take you out again I need to know that I can trust you."

Felicia was exasperated.

"Dad, of course you can trust me. It won't happen again okay." She held out her arms.

"Okay." Father and daughter hugged before parting ways. She disappeared into her room and he fell back onto the couch.

Walter put his hand up to his forehead and sighed. His hand stung from where he’d stuck the officer.

*I'm definitely not as young as I once was.* He thought.

He looked over at the small table next to him. There was a photo of Walter and his wife, holding a baby Felicia.

*Oh Lydia, if you were here now. You would have been able to talk me out of this life. You would have made sure the Felicia had never gotten involved.*

He heard the shower start up and knew that his daughter was getting ready for bed. Walter forced
himself to stand up and shuffle down the hall to his own room. He shut the door behind him and moved to his closet, opening it and pulling out a large trunk. He dragged it to the center of his room and flipped it open. It contained a large array of odd-looking gadgets and tools, Walter's own creations: tools of the trade.

Walter took off the gadgets he was wearing and stuffed them in the trunk before taking off his suit. He folded his costume nicely and stowed it away, pushing the closed trunk back to its hiding spot.

_No one said being a professional cat burglar would be easy, and as a single parent to boot. If I had been a little bit stronger I could have kept those two aspects of my life separate. Felicia would never have had to know, she would never have joined me out on the job._

Walter crawled into bed and listened to the sound of his daughter. She liked to sing in the shower, rather poorly admittedly, but at least that meant she was happy. Her mother had done that too.

He allowed himself to smile slightly. At least one of them wasn't entirely miserable.

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It was always the same before a job. The Hardy family had their own familiar routine. Walter would go to his daughter's room and tell her to get ready. They would gear up and meet by the window.

"Are you ready?" Walter would ask.

"Yes." Felicia would answer.

Out the window, up the fire escape, and across the roof they would go. Leaping and climbing to their destination. On this particular evening, they crouched together on a roof top across from the museum.

"It's called the Ruby Claw," Walter informed his daughter. "Today they are having a presentation of it in the main foyer. Our client wants us to get it and bring it to him before it is whisked away into the archives."

"Is tonight our only chance to snatch it?" Felicia asked. “Party crashing isn’t our style.”

"If there was another chance, we wouldn’t be here tonight." Walter lamented. “Like I said though, they are archiving it after tonight."

"How much are we getting paid for this exactly?"

"Enough to make sure we don't screw up," Walter didn't want Felicia to know anything about their clients - powerful men in high places; it was best for her to never interact with them. "Let's roll."

Walter and Felicia pulled their goggles down over their faces, the poorly lit roof becoming as bright as day.

_Useful and stylish._ Felicia thought.

Walter pulled out a grappling hook from his belt and fired a small harpoon across the street to the museum. Quickly, the two cat burglars made their way over a thin wire and climbed up to the roof. A large skylight gave them a view down into the heart of the museum, where the presentation was already under way.
Peter Parker hefted his camera as the Ruby Claw was bought out by a museum attendant. The precious artifact sat upon a pillow of silk. The assembled crowd clapped in appreciation of the jewel as it was brought before them and laid to rest atop a marble pedestal. Peter forced himself not to yawn.

*Borrrring! If I didn't need the money, I would have turned Jameson down for this assignment.*

A sharply dressed woman walked up next to the Ruby Claw and began yapping about the history and importance of the shiny rock. Peter snapped a few pictures and checked his watch. He'd rather attend a science exhibit.

*How long are they going to parade around this thing? Maybe if I get out of here by ten, I'll have time to swing by Gwen's.*

That's when the skylight above the crowd shattered, raining glass down upon them. People started screaming and pointing as two figures descended from the ceiling on ropes.

*Well, so much for that.*

Peter ducked down and weaved through the crowd, pushing his way through. He ducked behind a stone column, already shrugging off his jacket.

The thieves came to a rest on the stage, black-clothed individuals who moved with precision and purpose. Felicia got to work, pulling out a soft bag and snatching up the Ruby Claw with her gloved hand. A security guard stepped up only to be quickly disarmed by Walter, who flipped the guard onto his back. Felicia secured their prize and nodded to her father and they both moved back towards their ropes that still dangled from the ceiling on ropes. Their speed and efficiency was impressive; they would be up and gone before the rest of the guards posted even reached the stage.

"I'm sorry, but this event is only open to paying customers and press!" Spider-Man dropped down right in front of them. "Hand over the goods and maybe I'll let you off with a warning."

Walter moved first, hurling black ball the size of a marble at the ground between their feet, which exploded in a cloud of smoke.

"A for effort." Spider-Man commented, firing a pair of webs that tripped up the burglars. "But spider-sense trumps ninja smoke."

Felicia bounced to her feet, her heart racing. She closed the distance between them and threw a punch that was easily dodged. Walter had been sure to train his daughter in multiple techniques of martial arts, but Spider-Man was always one step ahead. He blocked a kick from Walter and stuck out an arm to catch Felicia around the middle, knocking the wind out of her. She crashed into the ground and the bag with the Ruby Claw slid away from her on the smooth floor. Walter saw his daughter fall and threw a series of sharp projectiles at Spider-Man, forcing him to duck.

Spider-Man straightened up and faced Walter, his spider-sense warning him too late as Felicia delivered a spinning kick to the back of his head. He rolled with it, already springing off his hands and leaping to perch on the side of a column. Spider-Man fired more webs, pulling Walter and Felicia up and hanging them from the ceiling.

"Now, let's just talk about this…" Spider-Man began, but Walter had already produced a knife, cut down Felicia, and was attempting to free himself. "Or not."
Spider-Man leapt upwards, bringing his fist back

*Pull your punches, no need to kill anyone.*

His fist connected with the criminal's temple. Walter Hardy swung upwards and slammed into the ceiling, then hung limply from his tether. Spider-Man landed back on the ground and wheeled around to find the other thief was gone. He looked up at the skylight, but there was no sign of her.

*Well one out of two jewel thieves isn't that bad.*

The museum security, who had wisely kept their distance during the scuffle, retrieved the Ruby Claw and set up a perimeter around Spider-man and his captive. Sirens sounded from outside and Peter made his exit, bouncing up and out of the shattered skylight.

*I'll have to go back for my camera. I'm bound to have gotten some good shots of that. I can see the headline now: Spider-Man thwarts museum heist!*

He couldn’t wait to see the look on Jameson’s face.

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The next time Felicia would see her father would be a week later, through a pane of bullet proof glass. Prison didn't treat Walter well, he was thin and frail-looking. It was as if the life had been sucked out of him. The infamous "Cat" had finally been captured after a long and fruitful career.

"You look... good." Was the first thing he said.

Felicia blinked back hot tears.

"Thanks, dad." She responded quietly. Walter held his head in his hands.

"I'm sorry, Felicia. I'm so sorry."

"No... it's okay."

"Are you taking care of yourself?"

"I am."

"Good."

There was a long silence. Walter had always had a plan for if he was ever taken into custody. Felicia was reasonably safe from suspicion. She had taken their money and hidden it away, so that no one, least of all the cops, could ever get their hands on it. She was to live her life and go on the straight and narrow, never again to steal as much as a pack of gum.

Or at least, that was the plan.

"Are you going to school?" Walter asked.

"I've been out all week, but I'll go tomorrow."

"Okay, that's good."

There was another silence. Walter knew that he was going to die in prison, such was his infamy. He
would never see his daughter graduate or start a family or anything else he’d envisioned in the past. He knew that he had left her all alone and that it would be up to her to take care of herself.

"I miss you." She said.

"I miss you too."

"Spider-Man will pay for this."

Walter felt his stomach drop at her words. He looked quickly to the guard standing against the wall, but he hadn't heard. Walter turned back to his daughter.

"Get that thought out of your head, Felicia. You are going to forget about me, forget about everything. Do you understand?"

Felicia didn't meet her father's eyes.

"How can I forget?" She was shaking, like she thirteen years old again, watching him bleed at the kitchen table. "Spider-Man has taken everything from us."

Walter squeezed his eyes shut.

"No, Felicia, I've failed you. As a parent… I'm a complete failure," She looked like she was about to cut him off, but he continued quickly. "I don't want you to live a single second with malice in your heart. I did this to myself and now you have to face the consequences. For that, I'm sorry."

The guard stepped away from the wall and put his hand on Walter's shoulder.

"Time's up." He said.

"I'll come visit you soon." Felicia stood up and started towards the door.

"Listen to me, Felicia. Listen to what I said!" He called after her, but she was already gone.

That night, Felicia dreamed about her mother again.

Her father was there too this time and they were together, all at once, somewhere else.

The buzzing of her alarm roused her from her sleep and she slammed it into silence, the cheap plastic cracking under her fist. For a moment, she was confused by her surroundings. Her bedroom was missing the posters on the wall and it was much too large. Then she remembered: the apartment she’d shared with her father had been seized by the authorities.

She lay on the firm, hotel bed, and stared at the paint peeling on the ceiling. Her childhood bedroom was gone, that part of her life was over, she was completely and irrevocably alone.

Felicia rolled and looked at the duffle bag in the corner, filled to burst with stolen cash and jewels.

Well, things could always be worse, I suppose.

Her father knew better than to keep all of their bounty in one location. Felicia could live off of their hidden income for a while, but eventually she’d need a legitimate, or perhaps illegitimate, source of money.

She forced herself up and shuffled around the small hotel room, dressing herself in dark jeans and a sweatshirt.
If I leave now I can make the train.

She looked at herself quickly in the bathroom mirror before departing. Blue eyes stared back at her, framed by dark circles. She brushed her short, dark hair with her fingers, trying to make it look less frumpy.

Good enough, I guess.

She stepped out the door and took the stairs to the lobby. The city outside welcomed her with the early morning sounds of traffic and the sour smell of soon-to-be collected garbage. In all honesty, Felicia hated this town, with its crowded buildings and bustling people. It was all too busy. The sight of Midtown High did nothing to raise her spirits.

Thank god for senior year.

She made it inside and to her locker, pulling out the necessary books. Her father had always pressed the importance of education on her, which accounted for her decent grades. Graduating wouldn't be a problem. It's what came after that was a mystery. Felicia looked up when several voices caught her attention. It was Peter Parker and that little blonde girl, Jen, or something. They stopped by a locker.

"All I'm saying is that maybe you should think about getting a new coat." The blonde yapped.

"And all I'm saying, is that I don't see the problem with this one." Peter gestured to the beat-up article of clothing he currently wore.

"It's gross and holey."

"Holy?"

"No holey, as in full of holes."

They’re play-bickering infuriated Felicia, who already felt pissed at the world. She shut her locker loudly and started to her first class. Peter and the blonde girl jumped at the noise and watched Felicia walk away. Other teenagers around her age simply annoyed Felicia. Their lives were simple and their concerns trivial. The sooner she was out of the school, the better.

Maybe you're just jealous. Maybe you would trade anything to live a normal life like those two.

When Felicia got to her class, she slumped into her seat and hid her face in her arms, pretending to be asleep so that no one would bother her.

Part II of It's Hard to Remember

"So anyways," Gwen pulled Peter down the hallway. "How much of that English report did you get done?"

"Does writing out the title count?" He asked.

"Nope."
"Then absolutely none."

"You never cease to amaze me, Peter."

"Listen," Peter began to explain. "I've just been really busy with my job and Aunt May…"

"I know," Gwen interrupted. "But if you're planning on staying in the top percentage of our class you better step it up."

"You're right, I'm really trying though." Peter sighed.

*If only Spider-Man wasn't keeping me so damn busy.*

"Hey guys, wait up!"

Both Peter and Gwen turned to find Mary-Jane striding toward them.

"Hey, MJ." Gwen said before Peter could.

"You know each other?" He asked.

"Yeah, we met a few weeks ago." Mary-Jane grinned at the pair. "Peter's aunt is quite the piano teacher."

"Oh really?" said Gwen. "I didn't know you played."

"I just picked it up."

"That's really cool. I've always wanted to play an instrument."

"It's never too late to learn, you know."

At that moment, Harry Osborn appeared at Peter's shoulder.


"MJ."

"Nice, Harry Osborn." He went for the handshake and she went for the fist-bump, causing their hands to collide rather awkwardly. They laughed and Peter felt a swell of affection for his friends, a smile tugging at his lips.

*It wasn't too long ago that I didn't have hardly any friends. Now it's like I have my own little group.*

Mary-Jane saw the look on Peter's face.

"What's got you smiling?" She asked.

"Oh nothing." Peter answered. The warning bell rang, and the students lingering in the hall started heading towards their respective classes, a large mob.

"I'll catch you guys later." MJ called as she disappeared.

Harry craned his neck to get a glimpse of her as she folded into the crowd, slipping effortlessly between them due to her short stature.

"I think I'm in love." He muttered.
"What?" Peter asked, incredulous.

"Yeah," Harry led Peter and Gwen down the hall. "Haven’t you heard of love at first sight? Pick up a book sometime, man." He reached up and began combing his hair with his finger. “I'm going to ask her out after lunch.”

"I don't think that's a good idea, you barely know her." Gwen advised.

"Well, how else do you get to know someone?" Peter chimed in.

“It’s definitely worth a shot.” Harry agreed.

"No," Gwen felt the need to step in. "You shouldn't ask a girl out until you get to know her first. She might think you're a creep."

"Well Peter asked you out and you guys barely knew each other then." Harry countered.

"Th- That was different.” Gwen floundered. “Peter and I..." She looked to her boyfriend.

“Had a connection?” Peter supplied.

“Exactly.”

"Yeah, and so do me and MJ."

"Maybe."

"No maybe about it," Harry turned to Peter. "I'll let you know how it goes."

"Alright, man. Good luck!" Peter waved as Harry’s path diverged with theirs, and he slipped away. Peter looked to Gwen, finding her glaring at him. "What's up?" He asked.

"Why did you indulge him, Peter? Harry’s nice, but he’s only after MJ for her looks. She's probably going to say no."

"Oh, you don't know that for sure. Did you see how happy he was? Harry’s been having a rough time at home with his dad. This could be a good thing him."

"We'll see." Gwen stepped on her toes and pecked Peter on the cheek. "I'm going to class. I'll see you after this period."

"See you."

Gwen turned to leave, but froze when something caught her eye. Flash Thompson was standing not far away, watching Peter and Gwen.

"What the hell are you looking at, asshole?" She snapped at him. Both Peter and Flash were taken aback.

What the heck? I've never heard Gwen cuss before.

Peter put his hand on his girlfriend’s back and gently guided her away.

"Take it easy there, firecracker, everything is cool." He said, but she wasn't listening. Gwen was still addressing Flash.
"You stay away from Peter, you understand me? My dad is a cop!"

Flash ducked his head down and disappeared into the nearest classroom.

"You didn’t have to do that." Peter shifted uncomfortably.

"Someone has to stand up for you." Gwen muttered, her face and ears tainted red.

"I told you that Flash is going to leave me alone from now on. Me and him are cool now."

Gwen shook her head.

"People like him don't change Peter, once a bully always a bully." She turned on her heel without another word and walked off to her class. Peter watched her go.

Note to self: never piss off Gwen Stacy.

The bell rang a second after Peter walked into Dr. Connors' class and found his seat as class began. It was the first day in which Dr. Connors had returned to teaching at Midtown after the Lizard incident and, much to his student’s confusion, he needed to explain why he had only one arm again.

"The formula I synthesized only had temporary effects, so it’s back to the drawing board for me."

Connors shot Peter a wink, which he didn’t return. If Peter had anything to say about it, Connors would never attempt his experiment again.

After the class ended, Peter stopped by his teacher's desk.

"Welcome back, Doc." He said.

"Thank you, Peter. It feels good to be back," Connors smiled at Peter, then reached for a newspaper on his desk. "You've been busy." He said, showing Peter the front page. It was a photo Peter himself had given to Jameson at the Bugle, depicting Electro's attack on Oscorp.

"Don't believe the headlines. The editor at the Bugle has some sort of vendetta against Spider-Man."

Connors nodded.

"So they claim that Electro was killed. Is this true?"

"They shot him."

"I see, and do you have any idea how he got those powers?"

"Nope, I actually knew the guy." Peter admitted. "Max Dillon was his name. He used to work with my Uncle Ben. Max was a good man."

"It’s a small world. Well, rest his soul."

It was Peter's turn to nod.

"So," Connors changed the subject. "Senior year, any college plans?"

"Actually, I managed to submit an application to ESU the other day. Your tour was pretty informative."
"Well that's fantastic, Peter. With your grades I’ll be very surprised if you don’t get accepted. Have you decided on a major?"

"I was thinking mechanical engineering."

"Wonderful, I can't wait to see you around the campus." Connors checked the clock on the wall. "You should get to your next class, Peter. Come visit us at the lab sometime."

"You know I will."

Doctor Otto Octavius opened his eyes, cold white light searing his vision. He was alive, beaten and battered, but alive. He coughed once and looked at his surroundings. He was in a laboratory, not a hospital, but some lab. Otto tried to sit up but found that he was strapped down onto an operating table.

"What is this? Explain why I am being restrained." He called out. Someone stirred behind Otto and a doctor, fully clothed in operating gear, walked into his field of view.

"Hello Doctor Octavius, how are you feeling?" The doctor asked.

"Release me at once, you imbecile. Do you have any idea who I am?"

"I'm quite aware of who you are, Doctor. But I'm afraid for the time being you have to stay where you are. There has been an accident."

"Accident? What sort of accident?" Otto thought back, trying to remember what had happened. 

*I was in my lab and the wall caved in. There was a man... an electric man.*

Otto looked down at himself. His tentacle harness was still strapped around his middle.

"Why am I still wearing my apparatus? Surely you should have removed it so that I could be better treated."

"Well there-in lies the probably Doctor Octavius, we cannot remove the limbs."

"What do you mean?"

"They have been welded to your body. The control column, fused to your spine."

"That's impossible. I took precautions against such an occurrence. The harness has built in cooling systems that should have prevented any fusion..." Doctor Octavius looked the doctor in the eye. "Unless... unless they weren't removed in time."

"We didn't have an opportunity to reach you. Emergency Response Units had to clear the building before we could have retrieved you and attempted operation."

"Liar!" Octavius spat. "The cooling system would have been in effect for over twenty-four hours, more than long enough for me to be taken into surgery."

The doctor swallowed thickly.

"We... we have never seen anything like this. The complex circuitry, the mechanical structure..."
Never in all of history has something like this occurred, successful fusion of flesh and steel.”

Otto Octavius strained against his restraints, fists clenched, a vein in his neck throbbing.

"So, what you're saying is… that you left me, attached to my construction, so… so that you could see what would happen!?”

The doctor didn't answer.

"You monster! All of you monsters!" Octavius thrashed about. "Release me at once!"

The doctor took a step back, reaching for a radio at his belt.

"Security, lab fourteen please." He spoke into it.

Suddenly, something flashed from behind Octavius, a blur that struck the offending doctor in the chest and sending him flying.

*My tentacles! Of course, they will set me free.*

Octavius watched as his four glorious appendages, came to life around him and freed their master. They lifted him off the hospital bed and set him on his feet. A door across the room opened and several armed guards filtered in. The tentacles surged forward, grabbing several and tossing them into the air.

"Fire!" a guard yelled, and the men released a barrage of bullets that were blocked by the metal arms. Octavius grabbed the bed behind him and hurled it like an enormous Frisbee, taking out the remaining resistance. The two lower arms acted as his legs and carried him through the door and out into the hallway. Doctors and nurses fled at the sight of him, screaming in terror. Octavius couldn't resist grabbing a few of them in his claws and tossing them over his shoulder as he passed.

*Serves the bastards right, they will pay for what they did to me.*

He continued, his rampage eventually leading him to a wide window, where he burst through and clambered onto the exterior of the hospital. There, proudly embossed on the for all to see, was a massive Oscorp logo. Octavius clenched his fist, betrayed.

*They will all pay.*

It was the following afternoon when Peter was handed another check from Betty Brandt. He had taken Jameson the photos of the attempted museum robbery much to the editor's delight.

"Spider-Man staged the whole thing," Jameson had spat. "He wants us to let our guard down so he can strike."

Peter was exasperated.

"I was there, Mr. Jameson, that's not what happened at all. What do you mean he's waiting to strike?" He asked.

"The little bastard is planning something, some kind of attack." Jameson seemed to like raving about Spider-Man as much as he liked chewing on cigars. Peter was nearly at his wit’s end.
"Why do you hate Spider-Man so much?" He demanded, then add: “Sir.”

"Why do you think you can back talk to me? Get out of my office before I fire you."

I don't know why I even bother.

Peter looked down at his new check.

Oh yeah, that's right.

"So, are you going to the party tonight?" Betty asked him, leaning back in her chair.

"What party?"

"Jonah's son is reentering the atmosphere sometime tonight. We're having a little get together in the office."

Almost forgot about Jameson's famous astronaut son. He's been on a space mission for months.

"Sounds cool, but I think I'll pass. Ol' Jameson is kind of rubbing me the wrong way."

Brandt turned back to her computer.

"You and everyone else, Parker."

Peter left the building and made his way down the street, lost in thought. There were a lot of things on his mind nowadays. He thought of how much he would like to go to space like John Jameson, he thought of Max Dillon and his Uncle Ben, he thought of his friends and, most of all, he thought of Gwen. Her explosion at Flash had rattled him. His lies did more than hide his dual-identity, they hurt people – people that he cared about.

I'll make it up to you, Gwen. Somehow.

He was brought back to reality by a buzzing in his pocket. Pulling out his cell phone, Peter saw that it was Harry who was phoning him.

"Hello." Peter answered.

"Guess who has a date tonight?" Harry responded.

"You?"

"Close, it's both of us actually."

"What?"

"You and Gwen, me and MJ, tonight."

"A double date?"

"Bingo, we have a winner."

"So you asked her out?"

"Obviously and she said yes. How cool is that?"

"Pretty cool, man. Congratulations." Peter was genuinely excited for his friend, but he couldn't
help but feel a sudden tightness in his stomach. As much as he thought Harry needed to catch a break, a part of him had hoped MJ would turn him down.

Weird.

Peter could hear Harry talking into his ear.

"I'm sorry, Harry," Peter stepped over a puddle in the sidewalk. "What did you say?"

"I said, tonight we are meeting the girls at Pizarelli’s."

"Pizarelli’s?"

"Yeah it's this fancy restaurant on the south side of town."

"I don't know. I'm kind of stretched thin in the cash department."

"Well then it's on me."

"Harry, I can't let you do that."

"It's too late. I've made up my mind. Be there at eight." Harry hung up.

Peter shook his head.

I feel bad mooching off of, Harry. Yeah, his father is a millionaire CEO of Oscorp, but it just doesn't feel right to take his money.

There was another disturbance: a loud beeping noise from Peter's other pocket. He fished out the radio Connors had given him and switched it on.

"All available units, bank robbery in process at Metropolitan Commercial, criminals Boomerang and Shocker have been sighted in the area." It buzzed from his hand.

Great, let's make this quick.

Peter started off down the nearest alley.

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"Ugh, this is not working for me." Mary-Jane muttered, looking at herself in Gwen's full-length mirror. "What do you think? Too much purple?"

Gwen scrutinized her friend.

"I mean, I wouldn’t wear it." She admitted. “But you look good!"

"You’re a paragon of reassurance, Gwenny."

“I try."

MJ smoothed the creases of her dress and turned to look at Gwen, who was seated on her bed.

“But seriously, it’s not too flashy?"

"Since when have you worried about looking flashy?"
It was a valid point. It was MJ after all, who usually wore the kind of clothes that typically demanded attention, as opposed to the more modest Gwen.

"I just want to make a good impression. In my experience, the first 5 minutes of any first date can make or break an entire relationship."

"So you really like him?" Gwen asked. "Harry?"

MJ thought for a second, a slender finger tapping against her chin.

"He seems nice enough and he's loaded."

"Yeah that's a plus." Gwen laughed.

"Yup my aunt's always telling me to find a rich partner," MJ crossed to the bed and picked up Gwen's dress. "Well are you going to put this on or what?" Gwen took the dress from MJ and went to her bathroom to change. "So, do you really like Peter?" MJ called towards the door.

"Yeah of course," Gwen responded. "We’re like… perfect for each other."

"You think so?"

"We have similar interests, similar aspirations and stuff."

"Aspirations?"

"Ambitions."

"Oh okay, well that's good then. I'm happy for…"

Gwen opened the bathroom door and stepped out.

"Tadaa." She said raising her arms.

MJ was momentarily speechless.

"Damn," said MJ after a moment. "You clean up good."

"Shut up." Gwen smiled. "Come on, let's hurry up or we’ll be late." S

Later, the two girls got out of their taxi to find Harry already waiting outside the restaurant.

"Ladies." Harry said, flashing his perfectly white and perfectly straight teeth.

"Nice tux, Harry." MJ said, instantly putting her hands on his arms and chest, feeling the expensive fabric.

"Thanks," Harry started to blush. "You look really good too."

Gwen stood off to the side, watching to two of them.

_I hope Peter and I don’t act like that? _She thought. _Speaking of which…_

"Where's Peter?" she asked.

Harry adjusted his bow tie and took out his cell phone.
"I don't know, he texted that he was on his way, but he should be here by now."

"I'm going to call him." Gwen took out her phone and dialed her boyfriend's number. After the third ring it went to voicemail.

"Do you want to wait inside?" Harry asked.

"I don't know." Gwen looked down the street. MJ took her hand.

"Come on Gwenny, he can find us inside." She said, then she used her free hand to grab Harry and she lead them both inside.

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**Part III of It's Hard to Remember**

Peter shot a quick text to tell Harry he was on his way, before leaping from his window and up to the roof. He pulled his mask down over his face and adjusted his backpack before setting his sights on the inner city.

*Dinner with friends,* Peter smiled inwardly. *Let's just hope my dinner suit doesn't get too wrinkled in my bag.*

The whirring of his web shooters signaled his takeoff and Peter pulled himself towards his destination. He loved web swinging. The whistling of the wind in his ears and the pressure of the g-force on his gut filled him with adrenaline.

*That bank job was a cake walk. Boomerang and Shocker are about as dangerous as a throw pillow and just as soft. If only the cops could keep them behind bars for more than a week.*

Peter landed on a rooftop and sprinted across it, leaping from the edge, over the street, to touch down on another roof.

*If I'm fast, I might be able to pick up some flowers from that shop near the Pizzarelli’s.*

It was at that point that time slowed down. There was something moving towards him from his peripheral at a breakneck speed. Peter leapt forwards, cart-wheeling away from the danger. A small silver knife embedded itself in the rooftop where he had just been standing.

"Look, I really don't have time for this." Spider-Man called out to his attacker.

"Oh, but I've got time for you, spider." Came a voice from above him.

Spider-Man whipped around, looking upwards to find a woman standing on a ledge. She wore a black jumpsuit and goggles with orange lenses that obscured her face. Her long white hair billowed in the wind behind her.

"Well, you're going to have to pull a number. I've got a date tonight." Spider-Man leapt up towards her, hoping to catch the woman by surprise. She twisted backwards and avoided him as he landed behind her, then she lashed out her hand, whipping more knives in his direction. Spider-Man somersaulted over them, coming up and kicking her in the stomach. She gasped and fell backwards to sprawl on the roof below.
"That hurt, you ass." She grunted, rolling to her feet.

"You threw a knife at me!" He jumped down and landed beside her. "That’s like peak rudeness!"

He threw a punch and she dodged, coming up with a swift kick that connected with his middle. Spider-Man buckled at the impact and she was quick to uppercut him in the jaw, forcing him to stagger backwards. The woman next came at him with a flying kick, but Peter ducked under it and rolled away.

"So, what's your beef?" He asked as he sprang to his feet.

"Just a little old fashion revenge." The woman came at him again and Spider-Man side stepped her, avoiding any damage.

"No seriously what's up? People don't usually just attack me like this."

He fired a stand of webbing and she danced away from it, laughing.

"Let's just say that I'm a Black Cat, and you just got seven years of bad luck web head."

It was his turn to laugh.

"And I thought my one-liners were bad..." He was caught off guard, and barely had time to register the sharp claws that protruded from her gloved hand, swiping upwards towards his face. Spider-Man did his best to turn his head away from the attack, but he felt a fiery sting as the blades were dragged across his cheek, leaving three long cuts and scratch in his left lens.

"Ha!" Black Cat cried in triumph, having finally landed a solid blow on her enemy.

Spider-Man twisted and grabbed her arm, flipping her into the air. She twirled in the air and threw another knife that he dodged quickly. She landed on the ground again and started towards the edge of the building. Spider-Man fired two web lines, one impacting on her back and another in her hair. She cried and out whirled around, swiping with her claws and severing one of the Bio-Cables. He tugged with the other and literally pulled her hair off. The white wig flew through the air and landed in his hand.

"What the hell?" Spider-Man looked for the Black Cat, but she had disappeared in his confusion. He looked back down at the wig in his hand. "So, I guess that wasn’t a ninja grandmother."

Peter could feel blood dripping down his face from the scratches he had sustained.

*Well isn't this just turning out to be a great evening.*

Peter took off his pack and was about to open it when he found knife protruding from the pack. His bag had saved him from being punctured. He quickly opened his bag to find that his suit jacket inside had been punctured.

*Great, just great.*

He slung his back pack back over his shoulder and fired another web, pulling himself off the rooftop.

---

They sat in a booth, Harry and MJ on one side and Gwen in the other. Sipping on their drinks and
conversing every once and a while. Gwen checked her phone for the tenth time in as many minutes.

"Maybe I should call him again." She said, chewing on one of her nails.

"Maybe…" MJ mused. She sat up a little in her seat to get a view of the front door, half hoping to see Peter's messy hair bobbing towards them. She turned to Harry and whispered. "Does Peter do this often?"

"Do what often?" He whispered back.

"Just stand her up."

Harry shook his head and took another sip of his drink. Gwen frowned, having heard their exchange.

"He's been late before, but he's never just not shown up," She said, not looking up from her phone. "Do you… do you think he's okay?"

"Yeah, of course," Harry answered. "He probably just got called into work or something."

"He would have at least texted if that was the case."

Harry wasn't good at consoling people. He could see the hurt in Gwen's eyes and it only served to frustrate him. Partially because he felt he could do nothing to help and partially at Peter for not coming.

*Who does he think he is? Gwen doesn't have to put up with this b.s.*

Harry looked at MJ and back at Gwen before clearing his throat.

"Hey, let's just get out of here. This place is dumb. We can head to my place and watch a DVD or something." He offered. The girls didn’t answer, obviously hesitant to leave. Harry sighed and took MJ’s hand pulling her from the booth after him. "Come on Gwen, Peter can meet us there if he decides to show up."

Gwen nodded silently and followed the couple out of the restaurant. Harry flagged down a taxi and the group piled in. Gwen stared out the window as they drove to Harry's penthouse.

*What's wrong with me? Why doesn't Peter care enough to even call? Ugh, maybe I'm over-reacting. Maybe he's just… asleep or something. Or maybe Flash got to him…*

Gwen was still clutching her phone in her hand. She dialed Peter and left another voice mail.

"You better call me as soon as you get this, Peter Parker." She hung up and turned to Harry and MJ to find that the new couple was, in fact, kissing in the seat next to her. Gwen sighed and stared out the window.

---

It was a simple matter for Doctor Otto Octavius to find Norman Osborn. The CEO of Oscorp was in his penthouse when Otto arrived. He knocked politely on the window to Norman's office and watched as Norman jumped at the sound. The millionaire stood up from his desk and opened the window, allowing Octavius to crawl in.
"Dr. Octopus, to what do I owe the pleasure?" Norman took in every detail, the mechanical limbs, the tattered trench coat, and the wild look in the doctor's eyes. Despite all this Octavius spoke calmly and slowly.

"I'd prefer if you called me by my actual name, Osborn." Octavius said, his robotic limbs lowering him to stand on his own two feet.

"Of course, Otto." Norman sat back behind his desk. "I was devastated to hear about your accident."

He didn't sound devastated.

"You know very well that it was no such accident. I was attacked, Norman, on your watch. Then I was sent to one of your hospitals to be poked and prodded like one of my own experiments!" Octavius was stepping closer to Norman with every sentence, growing more and more furious.

"Ah, so that's what this is about." Norman Osborn reclined in his chair, cool as ice. "So what is this then? Have you come to kill me?"

*I'd like to see you try.*

"That depends on how you respond to my demands."

"You have demands?"

"Precisely," Otto straightened up and adjusted his trench coat. "I want my lab back, everything there is my creation, my life's work, and I want it."

"I'm afraid that's not possible."

"Excuse me?"

Norman pressed his fingers into the corners of his eyes.

"Oscorp is dead in the water Octavius, the Oscorp Massacre, the Green Goblin attacks, your accident. Most of my investors have all withdrawn their funding, by the end of the year, we may very well be bankrupt."

"No," Otto shook his head. "I can't have all been for nothing." A tentacle rose and slammed on the desk before him. Norman didn't as much as blink. "Do you know what I had planned?!" Otto shouted. "My work has to continue."

"Killing me won't change a thing. If you want to continue your work then continue it, Otto, just not at Oscorp."

"But how? I don't have the resources or the equipment."

"You're a big boy. You can figure that out by yourself," Norman was about to dismiss Otto when a thought came into his head. "But I would lay low if I were you."

"Why? Do you think they just released me from your hospital with my harness still attached? No! I escaped Osborn. No resistance is effective when I have my tentacles."

"No one except Spider-Man."

Otto Octavius scoffed.
"A myth, an urban legend created by that waffle of a newspaper. He doesn't frighten me."

"If you would stick your nose out of that lab of yours every once and while, you’d know Spider-Man is very real and very dangerous. I've seen him myself."

"Even if this man did exist, why would he come for me?"

"Think about it, Otto. You said it yourself: you escaped from custody. You are a wanted man, and Spider-Man is a vigilante, who will most likely stop at nothing to bring you in."

"You sound so sure. The Spider-Man might not even hear of my escape."

"Is that a risk you are willing to take? He's been fairly effective at cleaning up the streets." Osborn stood up then and walked around the desk to face Octavius. "I'll strike you a deal, Otto, how does that sound? You kill Spider-Man and I'll supply you with the necessary equipment for whatever little experiment you want."

"You want me to kill this man? I wouldn't even know where to look. How do you even want it done?"

"I want it done as publicly and as humiliatingly as possible." Norman reached out and touched one of the doctor's metal arms. It withdrew from Norman like it had been scalded. "I'm sure you'll think of something."

Otto thought to himself, furiously calculating.

*I have an idea of how to destroy the Spider-Man. I must do my research first, know his weakness. Norman says he can deliver the equipment. If he doesn't, I'll rip him limb from limb.*

Otto shook Norman's hand.

"I'll deal with Spider-Man. Just tell me where I can get what I need."

"I'll tell you when the job is done. What are you planning to build?"

Octavius grinned

"You'll see." He started towards the window.

"Where are you going to go?"

"I need to run some errands, pick up a few… things." Otto disappeared.

Norman turned to go back to his desk. A smile on his lips.

*With any luck, Doctor Octopus and Spider-Man will destroy each other, leaving us free to take the city as we please.*

There was the sound of the elevator and Norman heard several voices in the foyer. He strode to the door of his office and opened it to find his son accompanied by two young women.

"Hey, dad." Harry said, he put an arm around each girl. "We are just gonna be in the TV room, okay?"

Norman shut the door again without speaking.
Interesting, apparently my son isn't such a waste of space after all. He's hanging out with actual girls.

Norman laughed to himself.

Today was a good day.

There was a knock at the window. Doctor Connors rolled over in his bed, Martha asleep by his side, and tried to block out the noise. There was another knock, louder this time. Connors groaned and forced himself to sit up, looking towards the source of the noise.

He gasped.

Spider-Man was perched outside his window, the eyes of his mask glowing in the moon light. Connors got out of bed and pulled the window open for Peter to crawl inside.

"Do you have any idea what time it is, Peter? For goodness’ sake, this is my home." Connors said in a hushed tone, trying to avoid waking Martha.

"Sorry, but I could use a little help right now, Doc." Peter pulled off his mask and Connors gasped, seeing the scratches on his face.

"What the hell happened to you?"

"Some crazy lady in a cat suit, that's what happened."

Martha stirred from the bed.

"Curt," she muttered. "What's going on?" She blinked a few times and took in the scene before her. "Um… Peter, what are you doing here?"

Downstairs in the kitchen, minutes later, Connors set a coffee mug in front of his wife.

"Thanks, dear." She was currently in the process of applying bandages to Peter's face. She touched the scratch closest to his eye and he hissed in pain. "Oh don't be a baby."

"So tell us again," Curt Connors was leaning against the counter. "What happened exactly?"

Peter sighed.

"I was just doing my thing, minding my own business, when she jumped me," Peter brushed Martha's hands away for a second and reached into his back pack that rested on the table. He pulled out the knife and the wig and showed them to the doctor. "That's one of the knifes she attacked me with, and that's her- uh… hair."

"Okay," Connors took the blade and turned it over in his hands. "I've never seen anything like this, it’s very light."

"Yeah- Ow!" Peter exclaimed as Martha prodded another scratch.

"Do you remember doing anything in the past to make someone want to kill you?"

"I've put so many crooks behind bars that I doubt she's the only one with my name on their list,"
Peter felt his face gingerly. "Do you think I need stitches?"

"No, it’s not that bad. I've patched you up the best I can. They'll heal up in a few weeks."

"Maybe sooner, I heal faster than the average Joe." Peter stood up from his chair and grabbed his mask, handing it to Martha. "If you could find the time to fix this up too that would be nice."

Martha sighed and took it from him.

"I'm a biologist, Peter, not your personal seamstress. You're going to have to start paying me for thread if you keep this up."

"Yeah," Peter rubbed the back of his head. "I uh want to thank you guys for everything you've done for me."

"Don't mention it, Peter. You can always count on us." Doctor Connors smiled and shook Peter's hand.

*This must be what it's like to have parents.*

Peter looked at the wig.

"Is there anyway we can like… check that for DNA or something on that?"

Connors laughed.

"We aren't forensic specialists, so no I'm sorry. If I were you, I'd lay low for a few days."

"I don't know if that's an option. I can't have lunatics like that running around town, just look what Electro did."

Connors nodded.

"Otto Octavius was actually a friend of ours." He gestured to Martha and himself. "We studied together at the university."

Martha smiled, remembering.

"Yes, Otto was a very brilliant man - a little bit of an odd ball, but brilliant none the less. I hope that he recovers." She said.

"Well it's very late, Peter." Connors interjected. He rubbed at his tired eyes. "Do you need a ride home?"

"No, I'll be fine." Peter retrieved his cell phone from his bag and turned it on. He was greeted by eight missed calls and fourteen text messages. He sighed. "Well, mostly fine."

Knocking on windows seemed to be the theme of the evening as Peter crouched on Gwen's fire escape that night. To his surprise it was MJ who slid the window open.

"How did you get up here?" She asked.

Peter pointed to the fire escape beneath him.
"I didn't want to go waking up the whole apartment by trying the front door." He looked past MJ into Gwen's bedroom. "Is she here?"

"Yeah, but she's asleep. Where have you been, Peter? Do you know what you put her through?"

Peter looked away from MJ, down to the street below him.

*Can I do any right by her?* He wondered.

"I uh… I had some stuff to do. I didn't see her messages until much later."

"Peter, what happened to your face?"

"I fell off…"

"Your bike yeah, Gwen told me about that. Cut the shit, Parker. What is really going on?"

MJ didn’t mince any words and Peter, who was having a rather miserable night, felt his patience running then. He was most certainly not in the mood to be interrogated.

"It's none of your business." He hissed. "I want to talk to Gwen."

"Well she’s asleep. I'm not going to wake her up."

Peter gripped the edges of the window tightly. It would be so easy to push MJ out of the way and get to Gwen, explain everything.

*I can't tell Gwen, not with Mary-Jane here.*

"I'll talk to her tomorrow." Peter moved away, about to start climbing down the fire escape, but MJ grabbed his arm.

"Listen to me, if you hurt Gwen. There will be hell to pay." Her eyes were hard and unwavering.

"Trust me, that's the last thing I want to happen."

They stayed there for a moment, looking into each other's eyes. MJ’s gaze didn’t waver, neither did her grip.

"Harry is- er… He’s a nice guy," Peter finally said, changing the subject. "I'm happy for you two."

"Thanks." MJ let go.

Peter disappeared down, out of sight, and MJ closed the window again. She turned and looked at Gwen's sleeping form.

"You have one weird boyfriend, girl." She said to no one in particular.

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**Part IV of It's Hard to Remember**

Peter called Gwen the next morning. If he was greater-versed in the dealings of romance, he would
have come up with a reasonable excuse before-hand, but of course, he was unprepared by her question:

"Where were you last night?"

"I…"

*Shit.*

"I was with Doctor Connors. He needed my help with something and called me at the last second."

"Why didn't you answer your phone? What did he need help with?" There was a strain in Gwen's voice, like she was forcing herself to remain calm.

"He just needed some help around his lab and I turned my phone off. I'm sorry, Gwen."

"It's okay."

It wasn't.

"Listen, I'm going to come over okay. We can get lunch or something okay?" Peter said quickly.

"Alright." She responded.

She hung up and Peter brought his phone from his ear to rest on his forehead. He sighed and gripped it tightly.

_You could tell her the truth._

The thought scared Peter. Ever since he'd gotten his powers he'd felt more distant from his peers, _weirder_. Spider-Man was relatively popular with the public, save for those fervent readers of the Daily Bugle, but would Gwen be happy to have a vigilante boyfriend? Her father sure wouldn't.

*I'll tell her.* He decided. _One day… eventually. No more lies._

But Peter did lie to Gwen. He lied to her nearly every day along with Aunt May, MJ, and Harry. His life was literally held together by feeble excuses. But somehow life continued, autumn came and went, giving way to a snowy winter. The streets and buildings were covered in a white blanket, making webs swinging more of a challenge. It was good exercise though, and it served to take Peter's mind off of how miserable he was starting to become.

The holiday break was a few days away and Peter found himself perched on his rooftop, in the process of hanging up Aunt May's Christmas lights.

"It's about time you put up those lights, Tiger." Came a voice from below him. Peter peeked over the edge of the roof to see MJ standing below him, her bright hair in stark contrast to the snowy ground.

"Yeah," Peter glanced at the surrounding houses, already decorated. "We’re a bit behind the curve. I’ve been…"

“Busy?” MJ finished, smirking. "Well why don't you take a break? Come inside and get some cocoa’
"Okay." Peter agreed, having only just begun. Without thinking, he slid down the roof and dropped down next to MJ causing her to flinch.

"Careful, dude, you can't just go flying off of roofs."

"Well, I just did."

She stuck her tongue out at Peter, but led him to her house regardless.

"So, what did you get Gwen for Christmas?" Asked MJ, beckoning him into the kitchen.

"I got her…" Peter tapped his hands on the counter in a drum roll. "A new laptop case!"

"Lame."

Peter shrugged.

"It's what she wanted. She’s pretty simple."

MJ set about making hot chocolate.

"You should get her some jewelry. Girls love jewelry."

"You mean like a necklace or something?"

"Very good, Peter, a necklace is a piece of jewelry." MJ roller her eyes. Peter picked up a nearby dish cloth and threw it at her.

"Give me a break." He argued. “I've never had a girlfriend before. I don't know how this is supposed to work."

"What do you mean?"

"Well if I get her a necklace, and she doesn't like it? She'll either feel obligated to wear it or she won't wear it at all.” He explained. “And I wouldn't what that."

MJ set a mug down on the counter in front of Peter and brought her own to her lips.

"No, like what do you mean by saying you've never really had a girlfriend."

"Gwen's kind of my first."

"Get out."

"No, I'm serious," Peter laughed. "I wasn't always the roof jumping badass you see before you."

MJ shrugged.

"Well for a first girlfriend, you could do a lot worse."

"Gwen is the best."

"Yeah."

They sipped their drink in silence for a few seconds. Peter thought of Gwen and MJ thought of her first boyfriend. It wasn't a pleasant memory.
"So," said MJ. "I guess we'll be spending Christmas with you guys."

"You and your Aunt Anna?"

MJ nodded and climbed up to sit on the counter.

"It feels a little weird. I mean, this is my first Christmas without my parents."

Peter looked at MJ over his mug.

She's never mentioned her parents before.

"What happened to them?"

"My mom walked out on me and my dad when I was ten, and my dad is just an ass." MJ took a big sip of her drink. "So, I ran away and now I'm here with my Aunt."

"You ran away?"

"Not really, my dad kind of kicked me out."

"Wow that really sucks." Peter wished he had something more to say, something profound. "I'm sorry."

She's pretty forthcoming with this information, but what do you say to that? How do you comfort someone who acts like they don't even need comfort?

"It's whatever, I love my Aunt though. She's always been there for me and well she's here now."

"My parents died before I could remember." Peter offered, compelled to share. "I've only ever lived with my Aunt and Uncle."

MJ nodded.

"I know, my aunt told me. It's a mad world we live in, huh?" She lamented.

"So, what do you want to do after high school?" Peter asked, grasping at a change of topic.

"I'm going to be an actress." She answered with the kind of certainty most people her age could only dream of.

"Really? I didn't know you could act."

"Ever since I was little that's what I wanted to do."

"Well then I can't wait to see you on Broadway,"

"I'll be sure to save you a seat in the front row."

The both laughed and Peter found himself looking into her eyes. They were a vivid green, accented by a good amount of make-up. He was surprised by the words that came from his mouth.

"You have pretty eyes."

Shit, did I really just say that?

"So do you, Tiger."
Did she just say that?

Peter cleared his throat and looked away, feeling a sudden heat in his belly that had nothing to do with the hot chocolate. Motion in the hall drew his attention and he turned to find his girlfriend appear in the doorway.

"Hey guys." She said, clutching a tub of cookie dough in her hands.

"Hey, we were just having some cocoa." Peter raised his empty mug. Gwen dumped her cookie dough on the counter and nodded.

"I can see that," She pecked Peter on the cheek and turned to MJ. "So, are we gonna bake cookies or what?"

"Waiting on you, sister," MJ responded, sliding off the counter. "Are you going to help us out, Pete?"

She was smirking slightly and Peter wondered if she had intentionally been trying to fluster him.

"I think I need to finish up those Christmas lights, but I'll come by when I'm done." Peter set down his mug and stretched. He gave MJ a wave and Gwen a quick kiss, then trudged back out into the snowy afternoon.

To do list: Finish hanging the lights, buy Gwen some nice jewelry, and never look in Mary-Jane's eyes again.

Peter made sure no one was looking and jumped onto his roof in a single bound.

The television was blaring loudly, illuminating the living area in bright flashes of light. Billy Connors lay on the couch fast asleep, despite the noise. It was his mother, Martha, who finally shut off the TV when she discovered him. She looked down at her sleeping son and sighed. The boy was too much like his father, no regard for a proper sleeping schedule. Curt himself was still out at the lab and probably wouldn't be home until much later.

"Come on, Billy. Here we go," She got her arms underneath him and lifted him up into her arms. "Goodness me, when did you get so heavy?"

Martha struggled up and stairs and into his bedroom, gently depositing him on his sheets. She tucked him in and turned off the lights before heading back downstairs.

I should grade some papers while the laundry is running. Maybe after I'll have time to squeeze in a little reading.

She went about the chores, yawning occasionally. It was getting late after all. She was disturbed by a knock at the door.

Really? At this hour?

Martha moved to the door and opened it to reveal a man in a large trench coat, his eyes obscured by black sunglasses. The visitor was either a member of an unorthodox dance crew, murder, or a flasher, and Martha wasn't about to take a gamble with such low odds. She moved to slam the door, but a hand – a metal hand, caught it deftly.
"Hello, Martha." Otto Octavius smiled kindly. "Is Curt home?"

"Otto? What… what are you doing here?" Martha stumbled back into the hall.

"Just paying a visit to some old friends. Now where is Curtis Connors?" Octavius advanced into the home, his mechanical limbs slithering out from under his coat.

"He's not here." Martha’s mind raced. Her phone was in her back pocket and came equipped with macro to dial emergency services. All she needed to do was hold the nine key down for five seconds. "Otto," She began, edging backwards, one hand outstretched as if to hold the invader at bay, the other reaching for her phone. "We heard about the accident. What happened to you? I thought you were-"

"Listen Martha, I really don't have time for this," Otto interrupted her. "I'm in quite the hurry. Tell me where Connors is."

"I don't know where he is." Behind her back, Martha held the nine key. "He won't be back for a while."

"You lie!" One of Octavius’ arms shot forward and, before she could so much as scream, grabbed Martha around the middle. Suddenly lifted off her feet, she was brought face to face with the mad doctor. She could see her horrified reflection in his dark glasses. "I won’t ask again. My project cannot be delayed further."

"O- Otto, please."

Abruptly her phone was wrenched from her hand – she hadn’t even noticed the second arm snaking behind her – and brought before Otto. He examined the device, listening as operator asked for the specifics of Martha’s emergency. The phone crumpled like a piece of paper under the claw’s grip.

Otto smiled at Martha, but it did nothing to put the woman at ease. He knew that she was lying, he wasn't an idiot. He was, however, very impatient.

"Well then, I guess I'll have to make due with whatever is available."

People all over the neighborhood could hear Martha's screams. When the police finally arrived, they found only a tired boy, asking for his mother.

When Martha awoke she found herself on a hard, stone floor. She groaned and pushed herself up, gauging her surroundings. She was in a makeshift laboratory, with expensive-looking equipment haphazardly placed on wooden crates and old wobbly tables. She stumbled to her feet and spotted a door affixed on a nearby wall. She tried walking towards the exit, but was brought to a jarring halt just short of it.

"What the hell?" Martha felt around her middle to find a chain fastened securely there, which in turn led to a wire track in the ceiling. She tugged on it and found that it wouldn't budge.

"Ah. Finally, you are awake."

Martha turned to find Octavius coming towards her, pushing three long carts with his massive tentacles. Martha moved away from him along her track, trying to get as far away as possible.
"What is this, Otto? What are you doing?"

"Something that has only been dreamt of, Martha." Otto shifted the carts into place near the center of the large room. From this distance Martha could see the bodies of three men lying on the carts. "I needed your husband's help truthfully, but when life gives you lemons…"

"Help! Someone, help me!" Martha screamed at the top of her lungs, straining at the wire that held her in place.

"Silence, you dolt! No one can hear you anyways. You are in a secure location that I have set up as my base of operations."

"I don't know what you want Otto, but please let me go, I'm begging you."

"I told you to shut up!" Otto roared Martha into silence. "You get the chance to be a part of something great and this is how you behave!"

"Otto…" Martha eyed the bodies on the carts. "Are they… are they dead?"

"No, but they will be unless we act fast. I acquired them from a nearby hospice. No worth, by conventional standards. They won’t be missed.

"You kidnapped these people? Otto, who are they? Why are you doing this? What do you want with…"

"You talk so much!" Otto pressed his hands over his ears and shouted. "Why can't you just listen for five minutes!?"

Martha fell silent it was obvious to her that Otto was unstable.

"Thank you," Otto continued. "Now these men will die unless you administer a formula to them that will, if all goes according to plan, make them somewhat useful to me."

"What do you mean?"

Otto moved closer to Marta now she leaned away from him, as far as her tether would allow.

"I know that Curt was experimenting with cross-species genetics. I need you to recreate some of his work. I need you to experiment on these men."

"I can't do that. Even if I knew how, I wouldn't. It isn't right. They are just helpless people, Otto."

Octavius strode away from her, towards a workbench. One of his tentacles snaked over to a crate and picked it up, placing it on the table before Octavius. He opened the box and pulled out a stack of files, dropping them heavily on the bench.

"Curt's old work, form back at university. You'll find what you need here – or a starting point in the very least" He gestured around him at all the equipment. "These men were once common criminals, scum who took a turn for the worst. They will die unless you act." He grabbed Martha’s chain with a metal claw and dragged her along the track in the ceiling to the bench. She looked at Otto with spiteful eyes before picking up the files and flipping through them.

"Otto, please." She appealed for the umpteenth time. “Explain why you want me to do this."

Octavius smiled.
"You'll find out soon enough," He turned from her and moved towards the door. "You'll do as your
told, Martha, or I will be forced to pay another visit to your home." And with that, Martha Connors
was left alone in the lab.

A loud beeping roused Peter from his sleep and he reached for his alarm clock. It took him a
moment to realize the sound wasn’t coming from his bedside, but actually his special radio. He
dragged himself out of bed and over to his jeans, which lay discarded on his bedroom floor. He
pulled out the radio and pressed the button on top.

"Peter, if you can hear me, hold down the button and speak into the radio." It was Doctor Connors.
Peter held down the button, rubbing sleep from his eyes.

"Hello?" He asked.

"Thank god." Connors breathed a heavy sigh of relief, then began speaking quickly: "Martha has
been kidnapped - by who, I don't know. Spider-Man is needed at my house as soon as possible."

"I'll pass on the message." The radio went silent and Peter immediately began to retrieve his suit.

Martha Connors was taken? I have to help any way I can.

It took a total of six minutes for Peter to reach the Connors’ house hold – great time, considering
the distance. The bedroom window was already open, allowing Spider-Man to dive straight in onto
the floor. Doctor Connors was already waiting for him.

"What's the situation?" Peter asked quickly, pulling off his mask when he confirmed they were
alone.

"I received a call at the lab. Police at my house, Martha gone, her phone crushed in the entry-way.”
Connors listed.

"Billy?"

"He's safe. I sent him to stay with Martha’s brother over the bay. The whole house is now a crime-
scene. We can’t stay here.”

“What about you?"

"I have a room set up in the lab, for over-night experiments. I'll be fine there."

"Good. What about the police?" Peter had noticed a cruiser in the front drive when he’d arrived.

"They're running an investigation. Detectives are downstairs right now.”

"I can’t stay long then.” Peter tapped the radio on his belt. “How did you call me on this anyways?
I thought this was just a glorified police scanner."

"It's also a two-way communicator. I'll give you the frequency later so you can stay in touch."

Peter nodded.

"Any idea who might have done this?"
"I haven't the slightest clue."

Connors sat on the edge of the bed, his shoulders slumped. Peter wanted to comfort the doctor, but didn’t know where to begin. It had been a rough few months for the Connors family and it seemed there was no relief in sight.

*There is something you can do to help.* Peter reminded himself. *He called you here for a reason.*

"I'll do a sweep of the city and search any nook and crannies the law can't get to." He turned towards the window again. "Let me know if anything comes up."

"Of course." Connors replied, as Peter slipped away.

"They are beautiful."

"No, they're monsters."

Doctor Octavius and Martha Connors stood in the laboratory, three monstrous beasts before them. Curt Connors old notes were effective, especially in Martha’s hands, and in hours the carefully constructed formula that had created the lizard was reproduced, with horrifying and vastly different results.

"Go my, darlings. Do what you were created to do." Octavius commanded with a wicked smile and sweep of his arm. Compelled, the beasts departed.

"And what *exactly* were they created for?" Martha asked. She was exhausted mentally and physically. The wire that attached her to the track allowed her to move about the lab to work, but it restricted her from sitting down and resting. She had been on her feet for hours.

"To kill Spider-Man, of course."

Martha pressed her face into her hands.

"Why," She groaned. "Why would you want to do that?"

"Because he will try to stop me." Octavius explained he turned from her and began to scrutinize some of his equipment. “They will keep him out of my hair while I set about gathering the last of the equipment needed for my work. Yes, yes…” The mad doctor mused, a thoughtful smile on his face.

She shook her head, wishing she could just block out what she was hearing.


"I'm afraid I cannot do that, Martha.” Octavius grinned at her wickedly. “Your presence is still required."

Spider-Man came to a rest atop his favorite gargoyle, high above the city streets. He put a gloved hand to his face and lifted his mask enough to let the frigid night air wash over his skin. He
exhaled, fatigue, and more than a little desperation weighing, chilling his core more than any frosty breeze.

*I don't even know where to start. If this was some random kidnapping, then she could be anywhere. Martha Connors is a smart lady, there must be a reason was taken.*

The wind howled and flurries of light snow whisked around him. Peter settled his mask back into place, scrutinizing the streets below.

*Was it the Green Goblin? I haven't seen him in months. It wasn't Electro, that's for sure.*

*The Lizard?*

*Would Connors transform himself and kidnap his own wife? Would he even know if he had? I could be dealing with a Jekyll and Hyde type situation.*

Doctor Connors had promised Peter that his days messing with cross-species mutations were over, but Peter’s mind was beginning to fabricate all sorts of possible scenarios. Something about this whole affair made the hair on the back of Peter’s neck stand on end, or maybe that was just because…

Something whistled by his ear and cracked into the stone wall behind him. He turned to find a metal stud, rather grenade-looking, poking out at him threateningly.

*Well shit.*

Spider-Man allowed himself to fall backwards off his perch as the grenade exploded. A loud humming sound filled his ears and his vision went completely white.

*What the hell was that? A stun grenade?*

He fired a web and swung in an arc to a nearby rooftop. Landing, he shook his head to clear his senses and looked around to find his attacker. His spider-sense must have been dulled by the explosion, because he barely registered a threat before someone struck him hard in the back.

Spider-Man fell forward and rolled over quickly. He readied to bounce up and retaliate, but a firm boot was placed on his chest.

"Hey there, Spider. Did you miss me?" It was the Black Cat.

"Okay now I really, really don't have time for this." Spider-Man grunted and pushed her away from him, springing to his feet.

"I missed the part where that was my problem," She was dressed in the same black outfit, with another wig fixed atop her head. She flexed her hand and sharp claws protruded from her fingertips. "Now, are you ready to get what you deserve?"

"I think you and I have different opinions on what it is I deserve." Spider-Man flipped over her head, avoiding a quick swipe. He came down behind her and kicked with his leg, sweeping her own out from under her. Quickly, he leapt on top of her, pinning her to the ground. They were now face to face. "Seriously, what's your problem? Why are you doing this?"

The Black Cat struggled beneath him and swung her head upwards, her forehead catching Spider-Man on the nose. His head rocked backwards but he kept his hold on her, keeping her from rising up. He could feel something warm dripping from his nostrils.
"Okay that hurt.” He admitted. “You really don't like me, huh?"

She grinned up at him, a deadly grin, the kind predators tend to give their cornered prey – oddly enough.

“What ever gave you that idea?”

He opened his mouth to respond but something hard slammed into his side, flipping him off her and into the air. He twisted, catching a flash of something green on the rooftop. Spider-Man fired a web to pull him back to the earth, but was hit again from behind. He crashed uncontrollably back onto the roof, much harder than planned. He groaned and pushed himself onto his hands and knees. The first thing he saw was a pair of feet, enormous almost hoof-like feet. His eyes traveled upwards, over a hulking body to rest upon a ghastly face with a sharp horn protruding from the forehead.

Spider-Man scrambled backwards onto his feet. The Rhino man was joined by the green blur Peter had spotted previously, a monster that sported a dangerous-looking tail, and a bird-like man who flapped his wings and hovered above the other two.

The Black Cat was standing not too far away, looking just about as stunned as Spider-man felt.

"Friends of yours?” He asked her. She silently shook her head, no.

The Rhino took a step forward and roared before he charged.

Part V of It's Hard to Remember

Spider-Man leapt straight up into the air, opening his legs in a wide split, narrowly avoiding the Rhino’s horn. The Rhino continued on his path, slipping on the snow-covered roof, and tumble off the edge. The Rhino hit the ground below in an earth-shattering thud. Unfortunately, the airborne Spider-Man was now open to an attack by the Vulture who swooped down and swiped at him with one of its powerful wings. Spider-Man grabbed his attacker and the two of them grappled in the air. The half-bird, half-man flapped his enormous wings, easily keeping them aloft, and clutched at Spider-man's wrists. Peter struggled in his grip.

It’s strong, really strong.

Still holding Spider-Man by his arms, the Vulture brought up his legs and kicked with sharp talons. Spider-Man felt the blows clawing at his chest and stomach, tearing his suit. He twisted his wrist and fired a glob of webbing into its eyes, blinding the monster. Twisting his hand free and upper cutting the Vulture set Spider-man free and he twirled back to the rooftop. There wasn't a second to catch his breath as it was the green-tailed monster's turn to attack.

It was a hideous creature, a dark green shell covered his skin, one of his arms was enlarged into a lobster-like claw, and a long tail with a sharp point protruded from his back. The Scorpion lunged forward, bringing his tail down, hoping to impale Spider-Man. Peter ducked forward under the attack and punched the Scorpion in the ribs. The creature hissed and stabbed with his tail again, but
Spider-Man easily avoided it.

*Can this night get any crazier?*

He blocked one punch from the Scorpion then cried out as its large claw latched onto his shoulder. Spider-Man wrenched free and delivered several swift jabs to the Scorpion's face and chest. The Scorpion staggered backwards, while Spider-Man pushed forward.

*Don't let up. Just keep punching until it can't get up anymore!*

He raised his hand again for another strike, but the Vulture interrupted him, diving and slamming both of its clawed feet into Spider-Man. He was lifted off his feet and tossed from the roof by the flying fiend. Quickly, he flicked his wrist and web-swung to the ground below. As soon as he touched down, his spider-sense triggered again and he felt a large fist the size of a washing machine connect with his side.

He crashed into the side of a parked SUV and slumped against the twisted metal. Spider-Man looked up to see the Rhino charging toward him again. He tried to push himself up, but there was no time. The front of the horn, mercifully blunt, slammed with his chest, pushing Spider-Man against the car and forcing him through the doors and out the other side. He skidded to a halt on the sidewalk and writhed in pain.

*It's too much, there's too many of them.*

The Rhino lifted the ruined car and raised over his head.

"Squish the bug." It said, its twisted mouth actually forming a satisfied smile.

"Lady's first!" The Black Cat landed feet first on the Rhino's face with enough force to make the large beast stumble and drop the van. She rolled as she hit the ground and came up next to Spider-Man. "Come on, Spider. You aren't getting off that easy."

The Rhino recovered quickly and brought his fists down towards the pair. Spider-Man forced himself upwards, grabbing the Black Cat and taking her with him into the air. He fired a web and they continued their ascent, only for the Vulture to come sweeping towards them again.

"Heads up!" Spider-Man called, pushing the Black Cat away from him and twisting himself to avoid his attacker. The Vulture flew by harmlessly, to crash head-long into the ground below. "Looks like someone needs more practice!" Spider-Man couldn't help but gloat.

The Black Cat fumbled in the air bringing her claws up and digging them into the nearest building. She hit the wall and gasped as the air was knocked out of her. Spider-Man landed comfortably next to her.

"Thanks for the assist, as unexpected as it was." He said.

"We aren't out of the woods yet." She gestured with her head back to the street where the Rhino and Vulture were regrouping. There was a hiss above them and Spider-Man looked up to find the Scorpion swiftly climbing down the wall towards them. Spider-Man grabbed the Black Cat's wrist and pulled her up and onto his back.

"Hold on tight and keep your hands and feet on the spider at all times." He fired a Bio-Cable and pulled the two of them away from the fray and out of sight.
Spider-Man and Black Cat touched down on one of the highest buildings in the city after putting several miles between themselves and the three monsters. Black Cat was a little wobbly on her feet and Spider-Man put out a hand to steady her.

"First time, huh?" He asked. "Web swinging, I mean." She brushed off his hand and stalked to the edge of rooftop looking out over the city. "What's going on here?" Peter demanded. "One second, you're trying to kill me and the next you're actually helping me out? I don't understand."

The Black Cat wrapped her arms around herself. Up so high, the chill of the wind was more fierce than ever.

"I couldn't let those things kill you. I'm not finished with you yet." She spoke quietly.

"What did I do to you?" Spider-Man was getting frustrated. "Cut out the all the cryptic stuff, I want to know."

"You really don't know, huh? You have no idea what you did." Black Cat turned to face him. "You don't even remember his name, do you? You don't even remember what you did! You don't even care."

"I'm seriously just so very lost right now."

"You just had to step in." She continued seething. "My father was the Cat. You beat him and dragged him away, remember?"

Peter thought back.

_The scuffle at the museum exhibition – it's her, the one that got away._

She looked different now, more assured and deadlier, even while shivering high above the city streets. He felt a pang of sadness, having torn their family apart, but he wasn't about to apologize:

"Your father was a criminal," He pointed out. "He's been on the city’s most wanted list for years. He needed to be stopped."

"But not by you! It isn't your job – you didn’t have to do that." She snapped back. "You're just some guy in a mask! You had no right to ruin everything!" She advanced towards him with every sentence, forcing Peter to take a step back, despite himself.

"I'm sorry, but it is my job. I have to do this." He explained. "I lost someone too. A criminal killed someone I love, so I can't just sit by and allow bad guys to run free."

"My dad wasn't a bad guy, you don't even know." She sniffed hard and, without thinking, lifted her googles to swipe at the angry tears welling in her eyes. "You don't understand. I'm all alone now because of you."

"Felicia?" Peter asked, stunned. Her voice had vaguely sounded familiar, but he had only assumed that was because of their previous encounters – her face, on the other hand, he had definitely seen around school.

Suddenly it all made sense, every piece snapping together like a puzzle. The Black Cat pulled her goggles back over her face quickly.
"What… what are you talking about?"

"Felicia Hardy, your father was Walter Hardy and he was the Cat. That was you in the museum with him."

"Shut up!" Felicia suddenly screamed. "Just shut up!" She turned to run, but he grabbed her arm.

"Felicia, listen to me, I'm sorry for what happened I really am." He dodged a swipe from her claws and grabbed onto her other hand. "But your father was a professional, he knew the risks. I can't discriminate against criminals - he had to be stopped."

Felicia stopped struggling.

"How do you know me?" She asked.

_We go to school together._

"Your father was on the news and I can do my research. I knew he had a daughter - I just didn't think she'd try to kill me." He released one of her hands and reached up, lifting her goggles back away from her eyes. They were blue and red rimmed, long black bags hung beneath them. He expected her to fight him off, but it seemed her fire was dwindling. "When's the last time you slept, Felicia?"

She tugged away from him and this time he released her.

"So, what happens now?" She growled, wiping her eyes again. "Are you going to take me in?"

"No, as far as I know your only crime is assaulting a wanted vigilante and I'm not really sure if that's even a crime."

Felicia tugged he goggles back into place.

_She's always been so distant at school. Not many friends. Maybe she could use few._

"Go home, Felicia. Before you get yourself hurt," He advised. "And hang up the cat-suit. If I catch you robbing another museum, I can’t let you get away again."

"Hah." She scoffed, her attitude returning. "You couldn’t catch me if you tried, Spider."

And with that, she turned and ran towards the edge of the roof, leaping off into the night. Spider-Man went to the edge and watched the Black Cat disappear.

_Note to self: Things can always get crazier._

Doctor Octavius was furious.

"He got away!" Octavius slammed his fist on a workbench, causing his three monstrosities to recoil backwards in fear.

_Good, I've trained them well._

"Three against one and you still failed to complete your task."
The Scorpion hissed quietly.
"Cat help spider." It spoke.
"What did you say you, imbecile?"
"Spider… help."
"Spider-Man had help?" Octavius asked, and the Scorpion nodded furiously. "You think I care if he had help or not? You failed and you will face the consequences."

Octavius pulled a small remote from his pocket and pressed a button. The monsters screamed in pain and were reduced to whimpering mounds on the floor. The Rhino accidentally knocked over several boxes, earning the group another wave of pain. Octavius put the remote in his pocket.

_Sniveling scum, if you want something done right…_

Octavius started for the exit, his mechanical arms propelling him forward, when a voice stopped to him.

"Otto."

It was Martha.

"Yes, woman. What is it?"

"He's going to stop you."

"Spider-Man?" Octavius turned, smirking. "Don't make me laugh."

"He will - he's coming, and he'll put a stop to this madness."

Octavius moved over to Martha, who was seated atop a crate.

"You sound so sure, Mrs. Connors, but I must correct you. While Spider-Man may have evaded my mindless minions, his intellect is far inferior to my own and that will be his downfall."

“So much hubris.” Martha chided, feeling rebellious. “I can’t wait to see your teeth get kicked in.”

"Humph.” Doctor Octavius scoffed. He turned and made for the exit once more.

“Where are you going now?"

"To run some errands," He stopped next to his monsters. "Make sure that Martha is comfortable. She is still integral to my plan.” Then Doctor Octopus swept from the lab.

Spider-Man made his way to Doctor Connors' laboratory. He found the doctor half-asleep, seated at a computer. Peter opened up the skylight and dropped to floor, rousing Connors who turned to face him.

"What the hell happened to you?” Connors asked, seeing Peter's bedraggled state.

"Scorpion, Vulture, and Rhino cross-species. Ring a bell?" Peter asked, advancing towards Connors.
"What are you…"

Peter grabbed the doctor by the lapels of his coat and lifted him into the air.

"You're the only man who could have created things like that." Peter accused. "I thought you had learned your lesson with the Lizard, but I guess not."

"Peter, please! I have no idea what you are talking about."

"You created monsters that turned against you and took your wife, and then you thought you could use me to put a stop to them and clean up your mess. Don't deny it, Connors! Admit you've been experimenting again!"

"Peter, for god's sake, I've done no such thing!" Connors gasped. "You have to believe me I have no idea what happened to Martha or what attacked you."

Still fuming, Peter dropped the doctor, who stumbled away from him wearily. Peter leaned against the desk, exhausted.

Doctor Connors adjusted his coat then hesitantly put a hand on Peter's shoulder.

"You need rest, Peter. You're hurt."

"No, those monsters are still running around out there and Martha is still missing. I have to-" He was interrupted by a buzzing in his pocket. Peter pulled out his cell phone.

"Who is it?" Connors asked.

"It's Gwen. She wants me to come over." Peter read the text.

_It's already morning. I've been out all night._

"Gwen… Gwendolyn Stacy? The police captain's daughter?"

"Yes."

"You should go."

"Why?"

"You could talk to her father. See if they have any news about Martha."

"You have a phone, why don't you call him yourself."

"I've been in contact with police all night." Connors rubbed his tired eyes. "Captain Stacy might tell you something he hasn't told me."

Peter groaned. Of course, he _wanted_ to see Gwen, but it was all too much: Martha being kidnapped, the attack of the cross-species, and Felicia Hardy. Peter just wanted to crawl into bed and hide away from the world.

"I'll go. I'm sorry I got rough with you Doc. It's been a long night."

"It's alright, but you must trust me. My cross-species experimenting days are over."

Peter nodded.
"What about your suit?" Connors continued. "Martha isn't here to patch it up."

"Yeah," Peter looked down at himself. "I seem to be burning though these things faster than she can fix them. I'll patch myself up, I've done it before." Peter climbed the wall back towards the skylight.

"Be careful." Connors called after him.

"I always am."

It was Gwen who answered the door. Peter had been managed to go home and change clothes before coming over, even fitting in a quick shower. It had felt good to wash off all the dried blood.

"Hey." Said Gwen, smiling.

"Hey yourself." Peter leaned in and kissed her. Exhausted or not, he couldn't help but feel midly better around Gwen.

"Where's your coat, Peter, it's freezing outside."

"Oh, I didn't think it was that bad." Truthfully the cold didn't affect Peter as much as it did other people, another perk to being half-spider.

Well, more like ten percent spider.

"Well I'm glad you came over," She led him into the kitchen. "School has been keeping me so busy I feel you and I barely get any time together anymore."

"Tell me about it, I'm just happy to have one more semester of school left."

"Yeah, but then it's off to university for at least another four years. It never stops" Gwen was in the process of putting some bread in the toaster. "Are you hungry?"

"Starving," Peter sat at the table. "Hey, is your dad here?"

"No he's out right now with my mom."

"When will he be back?"

"I don't know pretty soon I guess, why do you ask?"

"Well I just wanted to ask him if he knows anything about Martha Connors."

"She was kidnapped, wasn't she?" Gwen shook her head. "Awful. She’s such a smart lady. I hope they find her soon."

“Yeah, me too.” Peter nodded, looking down at his hands on the table. His knuckles were scraped and raw. He moved his hands to his lap.

"Anyways, I'm – uh, really looking forward to college.” Peter changed the subject. “It’ll be a different experience than high school. More focused on stuff we actually want to study."

"Yeah it just sucks that I have to move out.” Gwen looked wistfully around the well-equipped
kitchen. "The campus is just too far from the apartment though."

"Well maybe you'll like living in a dorm, you never know."

"Yeah maybe."

The toast finished cooking and the couple ate and talked. Gwen asked about May’s treatment and Peter responded noncommittedly. Truth be told, he hadn’t spent much time with Aunt May at all recently. When she was home, Peter was at school, then when Peter came home, she was usually busy teaching piano or at the clinic – and of course, most of Peter’s nights were spent flying through the city, away from home.

After breakfast, they found themselves in Gwen's bed. All thoughts of exhaustion completely forgotten from Peter' mind.

"Wait," said Gwen. "My parents will be home soon."

"Then we'll make it quick."

Gwen laughed.

"No, we better play it safe."

Peter sighed and rolled off of her. She snuggled next to him on the bed.

"Don't look so dejected," Gwen put her head on his chest. "There's time enough for that later."

"No, it's not that. I'm just…" Peter didn't get to finish his sentence. His head hit the pillow and immediately, sleep overcame him.

Gwen tilted her head upwards to look at her boyfriend.

"Peter?" she whispered. "Peter, are you asleep?"

A dull snore was her only answer. Gwen stifled a laugh, got comfortable next to him, and allowed herself to drift off as well.

It was Peter who woke up first, opening his eyes and looking up at the ceiling. Gwen was still pressed against him, it was nearly impossible to tell where one body began and another ended. He was tempted to lay there forever, forget about Spider-Man and just live here until he was dead.

*I've wasted enough time. I've had my nap and Martha Connors is still out there. I have to go.*

Extracting himself from Gwen was tougher than anticipated. Her thin arms were wrapped firmly around his middle and one of her legs was tucked between his own. Peter reached up with a free hand and pressed it against the wall behind his head. He then proceeded to lift himself upwards, twisting away from the sleeping girl in the process. She grabbed a fistful of his shirt and tried pulling him back down towards her.

"Where are you going?" She was still half-asleep.

"I have to go to work. The Daily Bugle needs photos of… stuff." Peter responded, slipping down the wall to sit next to her.

_Another lie._
"I'll go with you." She offered, pushing herself up, her hair mussed from sleep. "I've always wanted to see you in action."

"Ah... Well, it’s super boring and lame. You can come some other time, maybe." Peter shuffled off the bed and Gwen let him go. He half-expected her to argue, half-wanted her to, but she didn’t. Gwen lay back on her bed, her hands folded over her stomach.

"Come back later tonight, we'll get dinner and put in a movie." She demanded.

"It's a date," Peter leaned forward and kissed her. "Sorry-"

"Don’t worry about it.” She interrupted him. “I’ll see you later.”

He reluctantly turned and left the room, shutting the bedroom door behind him. He found Captain Stacy sitting on the couch in the living room. The officer had returned while Peter and Gwen had slept.

*Now's your chance. Ask him about Martha.*

"Hey – er, Captain," Peter began. "How are you doing?"

Captain Stacy stood up upon seeing Peter and switched off the TV.

"Peter,” He said, eyes firm. “It's been a while since you dropped by."

"Yeah I've been busy." Peter’s spider-sense tingled slightly.

"Undoubtedly." Was all Stacy said.

Peter shifted uncomfortable.

*Did he find and Gwen together in bed? Is he a stickler for that kind of thing? No, Gwen would have told me if he was.*

"Look I wanted to ask you some questions about Martha Connors." Peter began quickly. “She's a friend of mine and she was kidnapped recently, I wanted to know if you had any news about…"

Captain Stacy was striding forward. He grabbed Peter's arm, interrupting him, then led the younger man towards the doors that opened up to the apartment’s balcony. Absurdly, Peter had a mental image of Captain Stacy throwing him over the railing, the thought almost making him laugh. "Uh, Captain Stacy is everything alright?"

Stacy released Peter and shut the balcony doors behind them, then turned to face him seriously.

"Answer me, Peter: yes or no. Are you Spider-Man?"

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**Part VI of It's Hard to Remember**

*He knows. How? Don't panic, Peter. Stay calm.*
"What? No, what kind of question is that?"

"Cut the shit." Stacy commanded smoothly. "I recognized your voice after Max Dillon’s attack on Oscorp."

"That… That's crazy. I swear to you, Captain Stacy. I am not Spider-Man," Peter gestured to himself. "Look at me, I'm just a kid. Any two people's voices can sound alike - it's some sort of coincidence."

The Captain didn't look convinced.

"Why are you the only person who can get good photos of him, then? Is that another coincidence?"

"I'm just in the right place at the right time.” Peter hoped Captain Stacy wouldn’t notice the beads of sweat collecting on his brow. "I'm telling you the truth."

"You seem awfully defensive."

"And you seem awfully accusatory."

The two of them stood face to face. Pete silently thanked what he had formerly considered to be his awkward height. His eyes were just on level with Stacy's.

"Same build, same voice, the photos, and the unexplained cuts and bruises," Stacy spoke in a low tone. "It all adds up to one thing, Parker."

"So what are you going to do? Arrest me?"

Captain Stacy worked his jaw, but didn’t answer.

*He’s just making me aware of the fact that he’s on to me. This is not good. I do not have time for this.*

“I have to go.” Peter brushed past Stacy and opened the doors back into the house. "Martha Connors is missing and you're worried about Spider-Man? Ridiculous." He started walking through the living room and towards the front door.

"Don't come back, Peter. Don't come back to my home.” Captain Stacy called after him. “You stay away from my daughter."

Peter felt a lead weight settle in his stomach. His step faltered, but he forced himself not to turn. Without another word, Peter opened the front door, and slipped into the hallway.

"Any news?" Doctor Connors' voice came through Peter's radio.

"Stacy wasn't helpful at all. Not only did he not fork over any info on Martha, he's figured out I'm Spider-Man." Peter was frustrated. He paced his room, his mask clenched in his fist. The rest of his suit was spread out on his bed, half-repaired.

"Damn.” Connors exhaled heavily. “More complications.”

“Just what we needed.”
“So what's your next move?”

"I was hoping you had some ideas." The radio beeped loudly. "Hold on, Doc. I’m getting another call."

Peter pressed the button and a police broadcast replaced the doctor’s voice.

“… Disturbance at Oscorp warehouse south of Leif Ericson Dr, all units be advised – getting reports of some of odd activity – precede with caution…”

An Oscorp warehouse under attack? That's worth checking out.

Peter switched back frequencies.

"Hey listen, there's something going down at some warehouse owned by Oscorp near the bay. I'm going to check it out."

"Alright," Doctor Connors responded. "Radio me again as soon as possible."

Peter tossed the radio on the bed and started assembling his suit quickly. He reloaded his web shooters and locked his bedroom door.

Hope Aunt May doesn't come up looking for me before she goes to bed. After this is over I’ll have to make up for not being around as much.

He tried not to think about his talk with Captain Stacy as he made his way across the city. There would be time to deal with that later, whatever ‘dealing’ with it entailed. As he approached the warehouse though, he wondered if tonight could be his last under the mask.

Smoke was billowing from some upper windows and a sizeable hole had been ripped in the side. Police cruisers surrounded the entrance and Peter shot a glance to see if Captain Stacy was among them as he flew overhead, but to no avail. He landed on the roof and ran towards the edge. In a swift motion, Spider-Man leapt into the air and fired a web, swinging downwards, crashing through a smoke-free window.

The first thing that hit him was the smoke, which filled his lungs and made breathing through his mask nearly impossible. He wiped soot off his lenses and scanned the room, clinging upside down to the ceiling.

Smoke rises idiot, you're not going to see anything up here. Not to mention you'll suffocate in no time.

He released his hold and dropped to the far ground below. His spider-sense triggered and he flattened himself to the ground as something swooshed over his head. Spider-Man rolled to his feet and found Doctor Otto Octavius standing before him.

"Octavius… Doctor Otto Octavius, is that really you?" Spider-Man was stunned.

I thought the Electro attack reduced him to a vegetable in a hospital bed.

"In the flesh!" Dr. Octopus yelled, sending his tentacles rocketing towards Spider-Man.

He dodged one, then another, only for a third one to grab his ankle and hurl him into the air. He latched onto a rafter and flipped himself onto it, twirling to avoid another swipe. He perched up there, looking down at the mad doctor.
"I don't understand!" He called. "How are you alive and why are you doing this?"

Spider-Man lunged forward as another tentacle surged upwards, snapping the rafter beneath him in two. He fired a web at the ceiling and swung around a stack of crates.

Get him to stop trying to kill you – then talk.

Coming around, Spider-Man flipped through the air and landed on top of Doctor Octopus, flattening him to the floor. A metal claw grabbed Spider-Man by the wrist, but he wrenched it free, wrapping both his arms around the doctor's neck.

"Get off me, you cretin!" Doctor Octopus cried. Wrapping another claw around Spider-Man's face and peeling him off, hurling him away into a pile of crates. Spider-Man pushed a box off him and jumped up, throwing himself back at his foe. All four metal arms shout towards him and time seemed to slow. Spider-Man twisted over one, bounced off another, webbed a third to a wall and slid down the last one, finally punching Doctor Octopus in the face.

Octavius moaned in pain as he skidded across the warehouse floor. Spider-Man rushed towards him, eager to finish the fight. Grabbing the doctor by his trench coat, Peter slammed him against the nearest wall.

"Alright, I'm calling an official time-out! What the hell is going on?"

A wall of crates went up in flames and started to tumble towards the pair. Spider-Man held the doctor and bounced up the wall over the flames. They landed on a clear patch of floor. Spider-Man adjusted his grip on Octopus and raised his fist.

"Come on, Doc. Don't make me ruin those pearly white."

Dr. Octopus raised his hands in front of his face.

"Don't... don't hurt me, please." He begged.

Spider-Man lowered his arm, then suddenly a tentacle came from his left, striking the side of his head and sending him to the floor. Before he could react, Spider-Man was pinned down by the powerful metal arms. Doctor Octopus stood above him.

"Puny insect, Martha claimed you to be a threat, but you've proven to be nothing more than a waste of time. Face it, Spider-Man. I am superior to thee!" He proceeded to pummel Spider-Man

The blows on his face and chest, weren't enough to truly damage Peter. Beneath the arms, R. Octopus was just a normal man, after all. It was the metal arms that held him in place that he struggled against.

Martha, he mentioned Martha. He's the one who has taken her.

A portion of the ceiling caved in, crashing nearby. Octopus looked up from Spider-Man to survey the room. It wouldn't be long until the whole placed collapsed and Octopus, having already found what he came for, needed to make his exit.

"Burn in hell, Spider-Man." Octopus said, tossing the hero limply away from him and into the air. Spider-Man landed in a heap among some debris. Grumbling to himself, Peter leapt back to his feet, coming back to find the doctor had vanished.
Spider-Man crashed through the skylight, landing hard on the laboratory floor. Doctor Connors cried out and jumped up from his desk chair at the sudden disturbance. Peter tugged off his mask, stumbled, and grabbed onto the nearest table, pulling himself up against it.

"Connors… He has her. Doctor Octopus took Martha." He coughed.

"Doctor Octopus?" Connors wracked his brain. He’d heard the name before, jeered across the campus commons. "You… You mean Octavius? You can't be serious, Peter. No one’s heard from Octavius since the Oscorp attack." Doctor Connors spoke quickly as he helped Peter to his feet. "And we just fixed that skylight, Peter, honestly…"

Peter gave another wrenching cough, his lungs felt like they were on fire.

"It's him, no doubt about it. He used his metal arms to break into the Oscorp warehouse for some reason," Peter coughed again. "I could use some water." Connors dashed to the nearest sink and filled a beaker. Peter took a big gulp and coughed some more.

"This makes sense." Connors was scratching the stubble at his chin thoughtfully.

"It does?" Peter croaked. "Please educate me."

"He was working on an experimental nuclear device when he was attacked. Octavius isn't the type of person to let his projects go to waste. He most likely went to the Oscorp warehouse to get equipment to continue his work."

"A nuclear device? What are you talking about?"

"Back when we studied together, Octavius always dreamed of providing the world with more easily accessible nuclear energy. Oscorp offered him the resources to create an actual miniature nuclear reactor."

"Okay, so now he wants to make it on his own. Is that even possible?"

"With a mind like his, almost anything is possible."

"Okay, okay." Peter finished his water. "But, why did he kidnap Martha?"

"My guess is that he needed her to create those cross species, the ones that came after you. Octavius probably came that night for me, but took her instead…"

"Why try to kill me though? I didn't do anything to him."

"I don't know," Connors put his hands to his head, his eyes closed. "Oh, Martha. I'm so sorry."

"Now isn't the time to break down, Doc." Peter grabbed Connors by his shoulders and shook him. "Martha is probably still alive. We just have to find her. Where would Doctor Octopus set up his laboratory?"

Connors looked past Peter into the distance, thinking hard.

"For an experiment like that, he would need an enormous amount of power, a seemingly limitless supply."

"So… a power plant, or at least near one, right?"
"Maybe," Connors turned away from Peter and crossed to his desk, pulling his keyboard toward him, he began to furiously type. "Here we go: Roxxon Industries owns a former plant on the east side of town. The place was shut down years, but Octavius could set up some kind of laboratory there. It would be easy for him to use the old equipment there and divert all the cities energy to the plant, powering his project."

"Then that's where I'm going to go," Peter pulled his mask down over his face and started up the wall. "Give me a ten minute head start, and then call the cops. Tell them what you know."

"Peter, wait. Let me go with you."

Peter looked down at the doctor.

"Not an option, it's too dangerous."

"It might be dangerous for Doctor Connors, but not for the Lizard."

Peter dropped down to the floor again and faced Connors.

"You better not be saying, what I think it is you're saying." He said quietly.

"I can help you, Peter. If you just let me…"

"No!" Peter shouted, interrupting him. "You almost killed me and your family last time you messed around with that. It's out of the question. When I get back, you and I are destroying the rest of that formula. Do you understand?"

Connors nodded silently, and then Peter climbed back up towards the skylight.

"Ten minutes, Doc." He called back before he disappeared.

Otto Octavius moved about his laboratory like a mad man, all six of his arms moving with lightning speed, getting everything ready for his big night.

"After all this time, it comes down to this," Octavius spoke with glee. "Norman Osborn held up his end of the bargain by telling me the location of the necessary equipment and my work can now be finished as was intended. I'll have to finish off Spider-Man later, but that's small potatoes for the moment. Everything in due time…"

Martha was seated on her crate, her head in her hands.

Octavius is almost finished with whatever it is he is working on. It won't be long until he no longer needs me.

A loud noise jolted Martha from her thoughts as the power station roared to life around her. Gears started to turn and all over the city, power was starting to be diverted to the laboratory. Doctor Octopus flicked the last several switches and watched as his reactor, a monstrosity of lead tubes and cooling tanks, started to glow with energy.

"It's working," he muttered to himself. "It will be self-sustaining in a matter of minutes. By the time anyone starts looking for me, I'll be long gone with my invention."

"Thinking about skipping town?" A newcomer asked. "You know I heard Nebraska is nice."
Octavius wheeled around as Spider-Man dove from the shadows. He kicked Dr. Octopus away from the reactor, sending him to sprawl on the floor several feet away. His tentacles quickly brought him back to his feet, to face Spider-Man.

"Curse you, insect!" Octopus shouted, spit flying from his mouth. “Attack my children!”

"Spider-Man, look out!" Martha cried out and Peter turned to her just as something slammed into him, carrying him across the lab and through the hard, brick wall.

Spider-Man pushed away from his attacker and tried to get his bearings, whilst falling through the air. The street, darkened by the lack of streetlamps, disoriented him and Spider-Man ended up crashing into the ground, hard. The Rhino didn't land far away, creating a sizable hole in the asphalt.

Stars flashing before his eyes, Peter groaned and clambered to his feet unsteadily

I gotta get back up there. Doctor Octopus may be smart, but he doesn’t know what he’s messing with.

He was about to leap into the air when his spider-sense warned him of an impending attack. Spider-Man back flipped over the Rhino's punch and fired a web into its shoulder. When he landed, he tugged on the Rhino hard enough to pull him off balance and send him stumbling through the glass front of a nearby store.

Should probably be more careful, property damage isn't going to pay for itself.

Spider-Man looked upwards to where the Rhino had tackled him through the wall. The Scorpion and the Vulture were in the process of emerging from the hole, looking for their prey, and Spider-Man could hear the Rhino attempting to free himself from the wrecked shop.

Gotta move fast.

Spider-Man ran and jumped into the air, pushing himself off the roof of a parked car and firing a web-line. He swung upwards towards the hole and the two monsters caught sight of him. The Scorpion flexed his tail and fired a stream of liquid from its end towards Spider-Man. He tugged harder on his web, pulling himself over the projectile.

Don't know what that is, but I'll bet it's not good for you.

The Vulture dove towards Spider-Man and tried sweeping him with his talons. The sharp claws barely missed him and he twisted in the air, kicking the Vulture as he whizzed by. Spider-Man fired another web and zipped towards the hole in the lab. The Scorpion swung with his massive claw, but Spider-Man flipped over the attack. He was almost in the building when a mechanical tentacle pounded into his chest knocking him back into open air.

"Keep him occupied! I’ve got work to do!" Doctor Octopus shouted down to the street below.

Spider-Man landed on a lamp post but was forced to dodge another swoop from the Vulture before he could catch his breath. He bent backwards, avoiding the attack and twirling to the ground. The Rhino had recovered and came charging at Spider-Man once again. Making a snap decision, he dove forward, and cart wheeled on his hands, sliding between the Rhino’s legs. He heard the Rhino impact with another building from behind him.

This is getting out of hand. Someone is going to get hurt.
The Scorpion came down towards Spider-Man, pin-wheeling through the air and striking the 
distracted hero in the back with its tail. Spider-Man felt the armored appendage slam into him like a 
truck, forcing him to the ground. He both felt and heard his spine *creak*, threatening to crack. He 
fell on his hands and knees and looked up just in time to see the Vulture approaching him. These 
monsters had a habit of attacking in turns – probably a technique given by Octavius.

Spider-Man tried to dodge out of the way but he was too slow. The Vulture dug its talons into his 
shoulder and carried him through the air, smashing him into the windshield of an oncoming police 
cruiser.

_Oh boy, the police are here. I should have told Connors to wait longer._

The car screeched to a halt and Spider-Man was thrown forward, landing on his face. The door 
opened and none other than Captain George Stacy stepped out.

"Radio all available units. I want these roads shut down and a perimeter set up for five blocks." He 
shouted to his partner. Several other officers pulled up in their own cars and they filed out into the 
street. Spider-Man pushed himself up to see Captain Stacy advancing toward him, his gun raised.

"Wait!" Spider-Man cried. "It's not safe!"

Sure enough, the Rhino came charging towards them. Spider-Man leapt towards the police captain 
and flattened him to the ground. The Rhino continued past them and into the mass of vehicles, 
trampling cars under his massive foot

A hiss alerted Spider-Man to the Scorpion's return. He leapt to his feet and blocked a fresh blow 
from the green monster before returning his own, sending the Scorpion reeling.

"Get out of here!" He yelled back at Stacy, as he ducked away from another tail swipe.

Luckily, Stacy followed his advice and retreated back with the rest of his unit. The Scorpion 
lunged forward with his claw and Spider-Man caught it with both his hands, holding it apart with 
difficulty. The serrated blades scratched at his palms, but he didn't loosen his grip for fear of being 
completely decapitated. His spider-sense triggered again and he sensed the Vulture descending 
upon him.

"Three against one, isn't this a little unfair?" Spider-Man gasped.

"Perhaps we should even the odds, hmm?"

A silver knife lodged itself in one of the Vulture's wings and it screeched in pain, crashing into the 
ground. The Black Cat leapt from her perch and raked her claws down the Scorpion's back, 
actually piercing the hard shell. Spider-Man took advantage of his enemy's momentary distraction 
and flipped the Scorpion up over his head, throwing him away.

"What are you doing? You shouldn't have come, Felicia." Spider-Man clutched at his side, 
breathing heavily.

"And miss all the fun? Not in a million years." She smiled. “And besides, your mine.”

_Great._

"Watch your back!" Spider-Man pointed. The Vulture had come around to claim its revenge. The 
Black Cat slung another knife that narrowly missed its mark and was forced to dive out of the way 
to avoid being struck.
"I got bird boy, now you go do something useful." She called, flipping up and taking a swing at the Vulture. Spider-Man shook his head and looked around.

She’s nuts! If we get out of this, I'm going to have to keep my eye on her. Okay down to business. The Rhino is smashing up cop cars and the police are returning fire, doesn’t seem to be doing much damage though. Where’s the Scorpion?

A large mass striking his side answered his query. The Scorpion hissed in Spider-Man's face, trying to pin him to the ground. Spider-Man struggled beneath him, punching upwards into the beast's stomach, to which the Scorpion responded by imbedding its tail into the ground next to Spider-Man's head. He placed his feet on the Scorpion's chest and pushed him up and over him.

The Scorpion tore his tail from the ground and turned to face Spider-Man, but his enemy was already closing in. Spider-Man raised his fist in a mighty punch and struck the Scorpion right on the jaw. There was a horrible crunching sound and blood suddenly covered the lenses of Peter’s mask.

Oh god, what have I done?

Spider-Man wiped away the blood on his forearm and looked down at the Scorpion. The monster made awful gargling sounds as it writhed about on the ground. Its entire lower jaw was missing, having been punched clean off. Blood pooled at Spider-Man's feet.

Too much muscle behind that one. I thought I had that under control. Spider-Man tore his eyes away from the ghastly sight, looking instead for Felicia.

The Black Cat and the Vulture had vanished from sight. The cops however, were still under attack by the rampaging Rhino. Spider-Man darted toward the gunshots and roars, leaping over police cars. He found the Rhino in a circle of destruction, cops were scattered about, taking cover behind whatever they could find all the while firing upon the massive beast.

"Hey, Rhino!" Spider-Man continued forward. "I think you dropped something!"

Spider-Man jumped onto an overturned police car and sprang off of it into the air. He fired two Bio-Cables, tugging with all his might and pulling the car off the ground with him. Spider-Man brought the car to him and planted his feet on it, spinning it around and kicking it towards the Rhino. The shot was a direct hit, the crumble car sending the Rhino backwards into an older-looking building, all brick and mortar.

The building shook from the abuse and started to crumble down onto the Rhino and any unsuspecting officers. Spider-Man lunged forward and grabbed two, throwing them quickly somewhere behind him. He turned to get himself out of the danger zone, when something wrapped around his leg.

"Squish the bug." The Rhino grunted, holding Spider-Man in place as the building crumbled around them.

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**Part VII of It's Hard to Remember**
it was all suddenly very dark and quiet. For a second Peter wondered if he was dead. Something large and heavy pressed against his back and he could feel his face pressing into the warm ground. Peter moved his hand and felt his head. His mask had been knocked askew and now his vision was obscured by the fabric. He tugged on it, trying to shift it back into place when another hand grabbed his wrist.

"Wait don't…" Peter grunted as the hand started pulling on his mask. "Please…"

Suddenly Peter's vision was no longer obscured and he looked up to see Captain Stacy holding his mask in his fist.

"Hello, Peter." He said. "You're under arrest."

Peter struggled to stand up but the weight on his back was too great, it demanded he remained prone. He looked up into the Captain's eyes and pleaded.

"You have to let me go. Doctor Octavius is up there with pretty much a nuclear bomb. He has Martha Connors and I'm the only one who can stop him."

"We have Emergency Response Units already converging on his location. It won't be long until he is in custody."

"No, they won't be enough, you don't understand. He's too strong." Peter struggled under the rubble again, but it wouldn't budge. Captain Stacy drew his gun and pointed it at Peter.

"Stay where you are, Parker. We'll get you out soon enough."

"Please, listen to me. Octavius will level half the city if something goes wrong. I'm the only one who can stop him, you know that. Please - you can't risk people's lives, you can't risk Gwen."

"Don't bring her into this." Stacy snapped. "She has nothing to do with this."

"She has everything to do with this." Peter tried to appeal to him "We're both out here for the same reason, we want to protect the ones we love," But Captain Stacy was no longer listening. He had turned away from Peter and was speaking into his radio. "Listen to me!" Peter shouted, trying to get his attention. "I'm the only one who can stop him!"

"Send a few ERU's over my way. I have Spider-Man in custody."

"No!" Peter screamed. He pushed himself upwards, digging deep into himself to find his strength. The debris on his back started to rise and Peter brought himself to his knees.

"Stay where you are!" Stacy shouted, his gun now leveled between Peter's eyes.

"What are you going to do?" Peter gasped, struggling under the weight. "Shoot me?"

Captain Stacy looked at the teenager before him. In that moment, Peter Parker resembled more of a fully-grown man than he had ever before. His hair was matted down over his forehead with sweat and blood was dripping from a cut over his eye. "If you're going to do it, then just do it. But I'm not going to give up." Peter's eyes were firm.

Stacy's gun wavered and the pair looked into each other's eyes. Peter could feel his muscles beginning to fail him, his body was straining from the abuse it had been dealt. In a swift motion, Captain Stacy holstered his gun and grabbed the front of Peter's suit, pulling him forward. Peter gave a final mighty push and the fallen wall that had previously trapped him, collapsed once again.
Peter fell to the ground and Captain Stacy continued to drag him from the wreckage. They came to a stop in the middle of the street.

"Thanks." Peter mumbled, looking around and finding them to be alone, for the moment.

"Don't make me regret it, Parker." Captain Stacy yanked Peter to his feet and gripped his arm firmly. "You get up there and you bring Octavius down. Then you're coming in with me." Stacy held out Peter's mask and he took it.

"I love Gwen," He blurted. "I'm in love with your daughter."

"Bad timing, kid." The Captain grumbled. "I may still shoot you."

Spider-Man smiled under his mask, but didn’t answer. He turned, leaping into the air and firing a web-line.

*I don't know what will happen after this, but my web-slinging days are over, that's for sure.*

Spider-Man flipped upwards and into the building, crouching low to the floor. Terrible *screeching* noises filled the air as the power plant pumped electricity in from all over the city. He swept the room, his eyes falling upon Martha Connors who was attempting to hide behind some crates. He leapt over to her.

"Martha, are you alright?" He asked, quickly snapping the chains that held her prisoner.

"I am now." She hugged Peter fiercely.

"Alright, well hold tight. I'm getting you out of here."

"No, not yet." Martha pulled away and dashed across the room.

"What are you talking about? It's not safe here." Spider-Man followed her.

"The reactor, I need to shut it down. It's dangerously close to becoming unstable."

"Where's Octopus?"

She pointed towards a door, where gun shots and screams could be heard.

"Dealing with resistance." She responded.

"Damn, I knew they wouldn't be a match for him. Do what you got to do and get out of here, I'll deal with him." Spider-Man headed towards the skirmish while Martha turned towards the reactor, which was affixed in the center of the lab.

*Alright, She thought. Let's turn this thing off.*

Meanwhile, Spider-Man peered carefully around the door. The sounds were coming from downstairs. He clung to the wall and crawled down the stairwell, what met him below was a terrible sight.

Doctor Octopus threw the final, crumpled Emergency Response Unit down at his feet to join their comrades. All around, in varying states of pain and unconsciousness, were the very best the city had to offer as a final line of defense.

*He slaughtered them. I have to end this.*
Spider-Man roared and charged at Dr. Octopus, catching him off guard and slamming him into the ground. He unleashed a torrent of punches against the doctor, trying to beat him into submission. A quick tentacle swiped him off and Spider-Man landed on his feet ready to attack again.

"You're still alive, Spider-Man?" Doctor Octopus was lifted up and set on his feet. "We'll have to remedy that."

As cocky as he was, Octavius had seen better days. His coat was rippling with tears, his face was a mass of bruises and small cuts, and fleshy, left arm hung at an awkward angle.

"You don't care that you've hurt people or that you're placing millions of others at risk. This is just some twisted experiment to you, isn't it?" Spider-Man seethed.

"They are all necessary sacrifices. How can you achieve great reward without great sacrifice?" They began to circle each other.

"As a man of science, you should be helping people not hurting them. Kidnapping, torture and murder, when does it end?"

"What would you know about science or the good of mankind? You're just a kid playing superhero, doing more harm than good. To answer your question, it ends when I win!" Doctor Octopus surged forward towards Spider-man, arms flailing.

Spider-Man latched a web onto the ceiling and pulled himself up and over Doctor Octopus. A tentacle swung in his direction and Spider-Man kicked off of it, flipping through the air. He fired globs of webbing at Octopus, but they were all blocked as the doctor shielded himself with his metal arms.

As Spider-Man touched down on the ground again, he was forced to bend backwards as another tentacle stabbed towards him. He grabbed the extra appendage as it snaked over him and gripped it tightly. Spinning on his heel, he dragged Doctor Octopus off his feet and slung him across the room. Doctor Octopus grunted heavily as he hit the wall, his arms absorbing much of the impact.

Octopus brought himself to his feet and saw Spider-Man sprinting towards him. As his foe drew nearer, Doctor Octopus quickly snapped a tentacle up and hit Spider-Man in the chest, pushing him up and through the ceiling. Spider-Man continued upward and slammed into the roof above, falling to the laboratory floor.

"Pete-er, Spider-Man!" Martha cried, looked up from her work.

Oh no, I'm running out of time. She thought.

Doctor Octopus appeared in the hole Spider-Man had created, rising up from below.

"Step away from the machine, Martha. If you know what's good for you." Doctor Octopus commanded upon seeing her.

She tried to ignore him, furiously examining the reactor before her. It was about the size of a washing machine and she had managed to open the side panel exposing a mess of wires and mechanisms. The sound of heavy metal footsteps made her heart jump into her throat. Doctor Octopus was coming towards her.

"Idiot woman, you have no idea what you are…" Octopus was interrupted as Spider-Man wrapped his arms around his neck from behind. He howled in anger and thrashed about, trying to dislodge his attacker. Spider-Man gripped tightly.
I can end this. Peter thought. If I just pull in the right direction, I can end all of this. Just one tug, it would be so easy…

All four metal tentacles planted themselves against the ground and raised their creator, slamming Spider-Man against the roof. His grip loosened and he was tossed away, skidding on the laboratory floor.

That hurt, that really hurt.

Doctor Octopus advanced on Spider-Man.

"I've had enough of your interference," He raised his claws, ready to rip Spider-Man apart. "It's over, Spider-Man."

"Freeze, no one move!" Doctor Octopus, Martha Connors and Spider-Man turned at the voice. It was Captain Stacy flanked by another set of ERU's. "Put your hands where we can see them!" Captain Stacy continued.

Doctor Octopus smiled, turning to face the officers.

"If you say so…" He said. Two of his tentacles wrapped around him and the others stretched outwards grabbing a couple of men and flinging them into the air. The remaining men opened fire, the bullets bouncing harmlessly off the metal limbs.

Spider-Man's insides felt like they were melting, but he forced himself to move. He snagged Doctor Octopus with a Bio-Cable and pulled him towards him, rising and slamming his shoulder into the doctor when he came into range. Doctor Octopus tumbled to the floor and Spider-Man pounced on top of him, already beating him with his fists.

Across the room Martha continued to work on the reactor. It wasn't going well. So far she was unable to cut the power to the device and was resorting to feeling around inside the device for some kind of motherboard. Her fingers encountered a wire and she attempted to get around it but it suddenly came free, sending sparks flying into the heart of the device. The reactor let out a puff of flames and Martha screamed as fire engulfed her sleeve. She dove to the ground, trying to smother the flames.

A large whining filled the air, and sparks erupted from the machine in a dazzling show. Martha succeeded in getting rid of the fire and crawled away from the reactor as the noise grew louder and louder.

Oh god, it's going to explode.

She turned to find Spider-Man pounding Doctor Octopus, armed men were moving towards the pair.

"Spider-Man!" She shouted, but he didn't look up. He just continued to punch furiously. "Spider-Man!" She tried again but there was still no response. Martha looked back at the reactor. The sparks were increasing in intensity. "Peter!" she screamed.

That got his attention. His head snapped up and Martha pointed to the reactor.

"It's going to blow!"

Spider-Man looked down at the bloody Doctor Octopus and over at Martha, then back at Captain Stacy.
I have to move fast. He thought.

Spider-Man grabbed a fistful of Octopus's coat and leapt towards Martha. He grabbed her with his other hand and propelled the three of them towards the massive hole in the wall. They flew out into the cold air and tumbled towards the ground. Spider-Man felt Martha's arms wrap around his neck and raised his now free arm to fire a web, but no fluid came out.

It's empty. Peter's eyes widened as the ground rose to meet them. This is it.

Something slammed into them, but it wasn't the ground. The Black Cat gripped Spider-Man's forearm, swinging on her grappling hook. Her momentum was enough to send the group careening onto nearby rooftop, where they collapsed in a heap.

"How many times am I going to have to save your ass, spider?" Felicia chided, climbing to her feet.

Spider-Man threw the unconscious Doctor Octopus off of him, ignoring everything save for the bomb that was mere seconds away from detonating. He began to sprint towards the edge of the roof, poised to leap when- the entire building exploded.

"No!" Spider-Man screamed in rage, as debris was flung into the air. The building collapsed in on itself, filling the street with a putrid dust.

Snow had started to fall again, drifting lazily from the clouds and alighting upon whatever surface it first touched. A massive column of black smoke rose from the scene, up into the sky. The first responders had made quick work in making sure that all nearby civilians were safe and that, while nuclear in design, the reactor had not dispensed any radioactivity. As it were, Octavius had designed his reactor well enough to prevent that. With the easy part out of the way, the real work began: shifting through the rubble for survivors.

Peter Parker sat on the edge of a rooftop, still wearing the remains of his suit. He looked down at the wreckage below. They had helped at first, he, Martha, and even Felicia, in the search and rescue efforts. He had just lifted a large column to find fresh corpses when more police had arrived, forcing Peter and Felicia to flee.

Everyone in that building is dead. Peter lamented. They are dead just like my parents, Uncle Ben, Max Dillon, and Captain George Stacy.

Poor Gwen...

Peter closed his eyes hard, wishing that time would just stop for a moment, so that he could be alone, so that Gwen would never find out what happened. There were footsteps behind him and he turned to find the Black Cat striding toward him.

"Hey." She said, and Peter stood up.

"Where have you been?" He asked, not in the mood for her games.

"Watching the ERU’s try and fit those monsters into trucks. That Vulture put up a hell of a fight, but I brought it down a few blocks over." She gestured with her thumb. “I think everything is under control now.”

Peter nodded and looked away from her, back down at the destruction.
"What will happen to them?" She asked. "Those things…"

"They’ll be taken to the Raft, along with Doctor Octavius. It's one of the most secure prisons in the world, maximum security and all that." Peter answered.

"What were those things anyway?"

"It's a long story. I don't feel like talking about it."

They stood in silence together for a moment, snow settling on their shoulders. In the aftermath, Martha Connors had been taken to the hospital and eventually reunited with her family. Peter would go visit them later to make sure she was alright.

"Why did you help me?" Peter asked quietly. "I thought you hated me or whatever."

She didn’t answer right away, but thought for a moment.

"My father was a good man and you really screwed him over," She moved closer to him. "But then again, he taught me to never hold a grudge."

“I’m just… trying to do the right thing.” Peter explained, although the words felt hollow after the day’s events.

“I saw that.” Felicia leaned in and, much to Peter’s surprise, brushed her cold lips on his covered cheek. "See you around spider." She said before disappeared over the edge of the roof.

*I'll never understand women, not in a million years.*

He left the roof and head home, leaping from roof to roof mostly, with his low supply of Bio-Cable. When he finally pushed open the front door, Aunt May was wrapped in several blankets and waiting on the couch. Candles and flashlights illuminated their house, while heavy curtains hung over the window, trying to keep any warmth inside.

"Peter, oh thank god you're home. We lost power about an hour ago and…” Aunt May stopped talking when she saw her nephew. He was dressed back in his street clothes, bloody, beaten and tired, but most of all, completely and totally miserable. It all became too much for him upon seeing the woman that raised him. He felt like a little boy again, coming inside after scraping his knee on the sidewalk.

Aunt May took Peter in her arms as he wept. She brought him to the bathroom and cleaned off the dried blood and dirt. She got him a change of clothes and a fresh bandages. Then finally she walked him up the stairs and to his bed, where he collapsed in exhaustion. She blew out the candle on his nightstand before she left, wiping away one of her own tears.

Peter would make up some lie later. Something about being mugged or getting hit by a car, but right now he was too tired to have a rational thought, and May – as wise as she was – did not ask any questions. He felt his eyelids droop down, blocking out the moonlight that shone dully through his window. His phone buzzed on his nightstand and he grabbed it on reflex, looking to see who was disturbing him.

It was Gwen.

She had probably gotten the news and was calling him for comfort, but Peter couldn't be strong for her right now, in time maybe, but not tonight. At that moment he was also broken. Peter set the phone back down and let it go to voicemail. If he closed his eyes he could picture the scene.
Gwen's mother would open the door to find two police officers with their hats in their hands. She would instantly start to cry, pressing her hand over her mouth. Then Gwen herself would appear behind Mrs. Stacy. She would look between the officers and her mother and put the pieces together. Her blue eyes would fill with tears and then she would crumble.

Peter couldn't be there for her. He wasn't strong enough. At least, not for tonight.

Part VIII of It's Hard to Remember

Captain Stacy's funeral was a beautiful one. There were lots of flowers and photographs from his time on the police force. His fellow officers fired guns into the air to honor their fallen comrade and many people held hands and cried.

Besides family and other police officers, Peter, Harry, MJ, Anna Watson and Aunt May were also in attendance. Gwen buried herself in Peter's chest as they lowered her father into the ground. She couldn't watch.

After the ceremony, there was a wake at the Stacy's apartment. It was odd for everyone in attendance. George Stacy had always been an impressive man, his presence filling up whichever room he was in. The apartment felt empty, even though it was currently brimming with people.

Harry found Peter standing against a wall with a drink held awkwardly in his hand.

"Sup, man." Harry said, taking a portion of the wall next to his friend.

Peter nodded back, not really knowing what to say.

"So uh, me and MJ broke up." Harry pressed on with the conversation.

"Really?" Peter was honestly surprised.

"Yeah, it's been a shitty week huh?"

"Yeah," Peter agreed. “Did she give you a reason?"

"She said that it would be too hard to keep a relationship after high school. That's BS if you ask me."

Peter thought of him and Gwen.

"Maybe she's right."

Harry shrugged in response, obviously more than a little ticked about their sudden end. Peter looked across the room to find Gwen duck away from MJ and her aunt, then start heading towards her bedroom.

"I'll talk to you later." Peter said to Harry, walking quickly after his girlfriend.

Her bedroom door was already shut when he got there. He knocked quietly and she didn't answer. The door wasn't locked and Peter opened it to find Gwen quickly drying tears from her face. He
didn't say anything as he shut the door behind him and sat next to her on the bed. Wordlessly, she leaned into him and he wrapped his arm around her.

This was very different from their previous encounters in this room. There were no hormones, or passion, or love. There was only pain.

"The last time I saw my dad," Gwen choked. "He came through that door and told me I couldn't see you anymore. He said you were a bad person." Peter stiffened next to her, but she continued whispering. "I told him that I loved you. I screamed and yelled and the last thing I told my dad… was that I hated him."

Peter put his other arm around her and pulled her closer. She felt like a statue in his arms.

"He knew that wasn't true. He knew that you loved him and he loved you too," Peter spoke slowly, trying to formulate something meaningful to say. "You can't be angry at yourself, he wouldn't want that."

"I know." Gwen’s words were muffled against Peter’s jacket. "It was a stupid thing to say and I didn't mean it. It's just hard. I feel like we ended on bad terms."

You should tell her. You should tell her what happened. You should tell her you are Spider-Man.

Gwen was mumbling something.

"What was that?" Peter asked.

"… I hate him." She said.

"Who?"

"Spider-Man."

Peter felt icy claws grip his heart.

"What…"

"My dad's last radio transmission was that he had Spider-Man in custody." Gwen explained. "That's the last time the police base heard from him."

"Gwen… your dad died in the explosion."

"Doesn't matter, Spider-Man got free somehow. He attacked my dad and escaped – that’s what the report says. If Spider-Man really was a hero, my dad wouldn't have arrested him." She shook, sadness and anger coursing through her veins. "If he was a hero, he wouldn't have left my dad to die."

"Gwen, please…” Peter wanted to beg. “Don't do this."

Gwen pulled back slightly from Peter and looked into his eyes. A tear ran down his cheek and dripped of his jaw to land on the carpet.

"Peter, it's okay." She took his head in her hands, misunderstanding. "It's okay, I'm fine."

"I'm sorry Gwen." He closed his eyes and leaned forward, pressing his forehead against hers. "I'm so sorry."
It was the last day of school before the holiday break. Peter and Gwen were walking down the hallway, discussing their holiday plans.

"Come to my house on Christmas Eve," Peter said. "Aunt May is throwing a party."

"I'll talk to my mom about it." Gwen gave a small smile. "We might need the company."

They turned a corner and were shocked to come face to face with two equally shocked people. Flash Thompson and Felicia Hardy blocked their path. Peter shifted uncomfortably.

"Uh," Flash began, his eyes met Peter’s and he looked away, scratching his arm where his cast used to be. "Hey Gwen, I heard about your dad. I'm sorry."

Gwen was taken aback, coming from Flash that meant a lot. It seemed so long ago that she was cursing at him in the hallway.

"That's really sweet, thank you." She responded curtly. He nodded and trudged off down the hall.

Felicia was now leaning against the wall, waiting her turn. She ran her hands through her short dark hair and smiled at Gwen.

"Your dad was a great policeman." She stated simply. "Or, that’s what I heard at least. I’m sorry.” And with that, Felicia turned on her heel and started away.

"That was odd, but nice." Gwen chuckled, but Peter wasn't listening. He watched Felicia retreat away from them.

"Give me a second," He jogged after Felicia, catching up to her easily. "Hey" He said.

"Uh hey." Felicia turned, curious.

"Do you… do you wanna come to my house on Christmas Eve? We're throwing a party."

Felicia narrowed her eyes. No one went out of their way to talk to her, let alone invite her to a party.

"Why?" she asked.

"Why what?"

"Why are you inviting me?"

Peter scratched the back of his head.

"Well, uh… I need to make more friends so I thought I'd invite…” Peter trailed off, he actually hadn't thought of a good reason to invite her.

She's all alone. But she'd rather hang out with Spider-Man than freaking Peter Parker.

"I'll think about it." She said and turned on her heel. Peter returned to Gwen.

"What was that about?" She asked.

"I invited Felicia to the party," Peter shrugged. "I kind of doubt she'll make an appearance though."

"Oh, okay. That's good." Gwen frowned as they continued through the halls, although Peter did
notice a renewed bounce in her step.

They were eventually forced to part ways, each going to their respective class. Peter ducked into Doctor Connors' room and moved to his seat. The bell rang and the class began.

"Alright, since today is the last day before the holiday break," Doctor Connors was fiddling with a television that he had set up near the front of the room. "We are going to be watching a film. I don't care if you watch it or not, go to sleep if you want, just don't bother me."

The class chuckled and Doctor Connors sat back behind his desk. It was a boring film. It talked about biological systems and evolution, stuff that Peter could have taught with greater finesse. When the class finally ended, Peter of course, stayed behind to talk to Connors.

"How's Martha doing? I've been meaning to drop by." He said.

"She's doing well. It's good to have her home. But she has… trouble sleeping." Doctor Connors was packing his brief case.

"Yeah, tell her she I understand." Peter sighed. He understood all too well. "Where are you heading, Doc? Don't you have another class here before you head to ESU?"

"I need to run some errands. I have a substitute coming in to cover me." He picked up his briefcase and started towards the door.

"Connors, I want the formula."

Doctor Connors stopped in his tracks. He turned and smiled, although the smile didn't reach his eyes.

"Oh right, I almost forgot," He walked back to his desk and opened the drawer, pulling out a shoebox-sized container. He handed it to Peter. "It's all there."

Peter opened it and pawed through the contents. There were several vials along with numerous sheets of paper, full of complex equations.

"It's for the best." Peter tucked it under his arm and Doctor Connors nodded shortly. "You should bring the family by my house on Christmas Eve, we're having a party."

"Yes, we'll be sure to drop by," This time Connors genuinely smiled, putting his hand on Peter's shoulder and guiding him from the room. He locked the door behind him and turned to face Peter again. "Listen, what happened to George Stacy was out of your control. Octavius is the one responsible." His eyes were firmly locked on Peter's.

Peter looked down and nodded. He could tell the doctor was only trying to help.

"Thanks, Doc."

They shook hands and then separated, Connors heading out the front doors and Peter going to his next class, the lizard formula stowed safely in his backpack.

"What do you mean, you didn't get any pictures?!" J. Jonah Jameson roared in Peter's face.

Peter wiped away a drop of spittle from where it had landed under his eye.
"It was the middle of the night. I have to sleep sometime, Jameson."

"I don't want your excuses Parker. Spider-Man, Doctor Octopus, Black Cat, Scorpion, Rhino, and Vulture all in one place and not a single picture for the front page, it's a travesty!" Jameson threw his hands in the air and stormed back to his desk, sitting heavily in his chair. "I knew I shouldn't have hired a kid, no motivation, just a camera and a little beginner's luck."

Peter was fuming. This really was the final straw. He slammed both his hands on the desk, causing Jameson to jump.

"Listen to me, Jonah. It's because of me that you even got decent photos of Spider-Man, and you continue to print these ridiculous lies about him! I've been dealing with bullies my whole life, but I'm not about to take shit from second-rate newspaper editor."

Jameson looked like he had been slapped, his face becoming more and more red by the second.

"Why, you little…"

"Don't bother." Peter interrupted him  "I can’t do this anymore. I… I quit."

Peter turned and left the office before Jameson could react. He stormed past Betty Brandt and slammed his hand into the elevator button, cracking it. The doors opened and he disappeared.

Jameson appeared in the doorway to his office, he turned to Betty.

"What was that about?" She asked.

"Nothing, get out a sheet of paper," After she did Jameson continued. "I want you to call the Parker boy after a couple of days, tell him we'll double his pay if he comes back. Give him some time to cool off though."

"Will do, Jonah." She jotted down the memo and stuck it to her computer monitor and Jameson disappeared into his office. He needed a drink.

"Peter, get over here and help me with his, there isn't much time!"

Peter turned to his Aunt May and retrieved a tray of cookies from her struggling hands.

"Alright, alright." Peter set the tray on the kitchen table. "There's no need to stress out."

"There's every reason to stress out," Aunt May scolded. "It's our first house party in, well, forever!"

The door bell rang shrilly.

"Oh lord, they're here!" She furiously began untying her apron. "Get the door, Peter."

He leapt over to the door and flung it open to greet the Connors' family.

"Hey guys." Peter hugged Martha, careful to avoid her arm that hung in a sling.

"Hello Peter," She released him. "Oh that smells good." She ducked past him and headed into the house. Billy Connors followed his mother, but not without giving Peter a high five first.

"Hey, Doc. Nice sweater." Peter laughed.
Connors touched his flashy Christmas sweater self-consciously.

"Why thank you, Martha made it for me," He patted Peter on the shoulder and brushed past him. "Merry Christmas."

MJ and her Aunt Anna arrived soon after, followed by Gwen and her mother. Both of the Stacy's were quiet, but friendly, their eyes framed with dark circles. Peter hung by Gwen's side, holding her hand most of the time.

Harry Osborn knocked on the door almost an hour late. Peter answered, a wide grin spreading at the sight of his old friend.

"Hey man, thanks for coming," Peter waved him in. "Where's you dad?"

"He couldn't make it," Harry shrugged of his coat and tossed it haphazardly towards the coat rack. "He has work or something. I don't know."

Peter led him into the kitchen and showed him the array of food.

"Help yourself to whatever."

Harry had caught sight of MJ chatting with Martha and visibly stiffened. He muttered something about the living room and shifted out of the kitchen.

_Hopefully things will smooth over between them soon._

The doorbell rang again and Peter dashed towards the door.

_Everyone is here so that must be…_

"Felicia!" Peter beamed. "Good to see you."

She was slightly under-dressed, wearing frayed jeans and a rather dusty leather jacket.

_At least it’s not a cat-suit._

"Uh… Hi," Felicia shifted on the porch. "Am I still invited?"

"Of course, come on in." They went inside and Peter introduced her to everyone. Felicia had hardly interacted with any of them before, but they welcomed her warmly. She couldn't help but smile and laugh along with the crowd. It was her first Christmas celebration with… friends. Felicia Hardy was happy.

The party was going well, really well. Aunt May was a brilliant cook and everyone gorged themselves. Doctor Connors told some terrible jokes and as Harry started to warm up, he joined in as well, with Mrs. Stacy teaching him how to dance the fox trot. Music, family, friends and fun, it was the best Christmas Peter had ever had. It was also the first Christmas without his Uncle Ben, but he knew that this was how his uncle would want him to spend it. He had Gwen in his arms and his friends at his side, things could be a lot worse.

As the night started to wind down, Peter found himself in the kitchen rummaging through the fridge for more eggnog. There was a tap on his shoulder and he turned to find MJ smiling at him.

"Are you ready for your Christmas present?" She asked slyly.

"Uh shouldn't that wait until tomorrow?"
"Maybe, but I think tonight is the best time."

"Well, okay then."

MJ led him into the other room and over to the piano. She sat him on the bench and took the spot next to him. She cracked her fingers.

"Aunt May has been doing a good job teaching me, though I'm just not the best student. Hopefully I won't butcher this completely." She laughed, setting her fingers on the keys and then began to play.

Peter recognized the song after the first few notes.

“Is that *Piano Man*?”

“Yes!” MJ confirmed proudly, fudging a few notes. “Just close your eyes and imagine there are lyrics and that this sounds good.” She finished the song and transitioned directly into chopsticks, causing Peter to laugh. “So what do you think?”

“Well… you know what they say, practice makes perfect.” Peter teased.

MJ punched his arm.

"Screw you Parker, that took me like a week to learn. Do you have any idea how hard it is to play *anything* by Billy Joel?” She scolded.

"Honestly, I have no idea," he smiled at her. "Thanks Mary-Jane, that was nice. Makes my gift look like shit."

"Eh, I’m not one to look a gift horse in the mouth." She smiled back. Something over Peter’s shoulder caught her eye and she nudged him roughly. “Your girl’s making a break for it, Tiger.”

“What?” Peter craned in his seat to catch a flick of blonde hair disappearing out the front door.

Gwen was on the porch when Peter came out.

“Are you alright?” He asked.

She nodded, mutely.

“Just needed some fresh air, a little crowded in there.” She was leaning against one of the posts, staring at the twinkling city lights in the evening sky.

“I have your gift.” Peter reached into his pocket, producing a small, felt box. “It’s not much, but I mean… here.” He held it out and she took it.

“Peter,” Gwen began. “You really shouldn’t have.”

“Are you serious? You’re like my first girlfriend ever, I’m totally giving you a Christmas gift!”

“Well… Yeah.” A small smile tugged at her lips. “I totally got you a gift too.” Inside the box was a silver pendant, a cursive ‘G’ engraved on the reflective surface. “Oh, Peter, this is gorgeous.”

“Um, the ‘G’ is for Gwen.”

“Yes, I figured that.” Gwen laughed and kissed him. He put his arm around her and they huddled
together against the cold. She spoke after a moment. “I’m sorry I’m not being very fun today. It’s just…” She trailed off.

“Hard.” Peter finished. “I understand. When my uncle Ben died I didn’t want to talk to anyone.” He turned to face her. “But you were there for me. I… I wish I had been there for you after- you know.”

“You are here for me.” Gwen assured, though it did little for Peter’s conscious.

"I want you to move in with me,” He said, fast, before his courage left him. "After this last semester we’re both going to ESU and we can get an apartment nearby. I don't want you to be alone in some dorm. I want you to be with me."

"Peter." She breathed.

"I love you." He said.

She pressed her lips into his and he pulled her closer to his body.

"I love you too," She whispered, then: "Let's move in together."

The door to the cell hissed open and Doctor Octopus looked up to see Norman Osborn standing in the doorway. Otto Octavius was ruined. His freedom had been taken away along with his mechanical arms. Spider-Man had given him such a beating that his face was now a collage of cuts, bruises and bandages.

"Make this fast, Octavius." Norman said, stepping into the room and crossing his arms. "We have five minutes."

Otto Octavius tried to smile, but his battered face didn't cooperate.

"I have some information that might interest you. While Spider-Man and I were engaged in combat, Martha Connors blurted something, a name to be exact." Octavius wheezed. He was still weak.

"And Spider-Man responded to it."

"What was the name?"

"Peter."

"Peter, Peter who?"

"That's for you to find out," Octavius turned away from him. "But when you do, I want a piece of him."

"We'll see."

Norman Osborn turned and exited the cell.

**END OF IT'S HARD TO REMEMBER**
Felicia Hardy is one of my favorite comic book characters and the next "arc" that will be posted next week is actually a spin-off all about her! So, that'll be fun if you're into that.

Thanks for reading,
Mike
Here I am with my Hand

Chapter Summary

It's a special day for Gwen Stacy, but not everything is as she hoped it would be.

Chapter Notes

The following is a little one-shot set between arcs. There will be a couple more of these sprinkled through the rest of the story.

Thanks again to Bm for commenting!

Here I Am with My Hand

The night air was heavy with the summer heat. Not that Gwen was aware of the fact, being that she was currently indoors, curled up on their couch listening to her music. She hummed softly and slowly, mildly off-key, filing the small space with sound.

She was alone for the first time that day. Peter had woken her up with a kiss and breakfast in bed, a truly amazing gesture considering the young man usually had trouble preparing as much as a bowl of cereal. Then she had been taken across town to her mother's home, where a small group of her friends was gathered. Harry Osborn, Mary-Jane Watson, Aunt May, several of her school friends, hell even Flash Thompson was there, all of them present to wish Gwen a happy birthday.

It had been nice to see all those familiar faces. When high school ends it's easy to drift apart from people and forget all about what you once held in the highest regard. Dinner had been delicious, prepared by her mother, with a glorious cake following soon after.

"It's hard to remember," Mrs. Stacy had said as tears welled behind her eyes, "that you're all grown up now. That you're ready to take on the world and all it has to offer. You're going to do great things Gwen, no matter what you do with your life. You're going to change the world."

It was rather generic and pedantic for her mother, but Mrs. Stacy had always been a avid consumer of coffee-table books filled with motivational quotes. Gwen had laughed at the time, called her mom silly, but now the words repeated themselves over and over in her mind.

*She's right. I'm not a little girl anymore.*

Gwen looked around the apartment, with its chipped paint and beaten floors. There were still boxes piled in the corner, full of items from her and Peter's old life, ready to begin populating their entirely new one. Gwen smiled in the dark room, the only source of light being her music-player cradled in her palm.
This is my beginning.

She turned her head to look at a framed photograph that was pinned to the wall. It depicted a tall boy with dark eyes and messy hair, holding a thin blonde girl in his arms like a new bride. The photo had been taken during an impromptu visit to Coney Island, where a staff photographer had cornered them. The photograph turned out to cost five dollars, with Gwen forking the money over reluctantly. However, in the picture, she was posed with her eyes squeezed shut from laughter, arms wrapped around Peter’s neck, teeth flashing. She looked happy.

No. Gwen thought idly. This is our beginning.

Earlier in the day, after Peter and Gwen had left the party, he had surprised her once again.

"Close your eyes and hold out your hands."

"What?"

"You heard me." He was grinning like a mad man.

"I don't know, you're making me nervous."

"Come on, you trust me, right?"

She huffed and held out her hands, squeezing her eyes shut. Peter pressed something into her hand and when her eyes were opened once again she found two strips of paper resting on her delicate palm.

"Tickets?" She flipped them over. "Tickets to Revenge of the Love Village! Oh my god, Peter how did you get these? This movie is supposed to be sold out!"

"Well there's this awesome thing called the internet, maybe you've heard of it?" She slapped at his chest while he laughed. "Well come on, if we're quick maybe we can get good seats."

He grabbed her by the hand and took off, she giggled rather girlishly as she was dragged through the streets. They weaved between people and cars, ignoring the strange looks and shouts. She was struggling to keep up, but was not all together displeased with the current developments. The grip of his hand around hers, firm, was comforting more than anything. He wouldn't let her get lost in the hustle of afternoon traffic.

Soon enough, they were at the theater, then in their seats. The movie was absolutely the worst movie ever created and Gwen loved it. Revenge of the Love Village was full of terrible actors with even worse one-liners and romantic platitudes that made even the most hardcore rom-com fan want to gouge their eyes out.

"Isn't this just the greatest movie of all time?" Gwen whispered softly, turning to her boyfriend. She was genuinely horrified to find him fast asleep.

Gwen turned off her music-player and sighed, wrapping up the ear buds and setting them on a nearby table. Getting up, she padded over into the kitchen and pulled open the fridge. It was
relatively empty, save for a few bottles of water and a frozen pizza in the freezer. She pulled out a water bottle and uncapped it, taking a sip and shutting the refrigerator door.

Suddenly there was a loud crash behind her. Gwen gasped and dropped her bottle, splashing water on the floor and her bare feet. She froze and strained to listen for any more sounds.

"Aw dammit," came a voice from the living room.

She let out a breath of air, relieved. It was just Peter. Gwen grabbed a dish rag and mopped up the water before going back out to the living room. Peter was in the process of re-stacking some of the boxes that he had accidentally knocked over.

"Hey," He smiled once he saw her. "I'm sorry about running out on you like that. Doc Connors needed my help at the lab with this urgent experiment of his."

"You’d think he’d offer you a job with all this urgent work." She moved back over to the couch and sat back down. "How is the Doctor doing?"

"He's fine." Peter flopped down next to her. "He says happy birthday."

"That's nice of him, I'll have to tell him thank you next time I see him."

"Yeah," Peter rubbed the back of his neck. "Are you hungry?"

"No. I'm just kind of tired-" Gwen froze again, halfway through the process of rising from the sofa.

"Gwen?" Peter questioned, seeing her gazing at him.

"You're…" she reached out towards him hesitantly. "You're bleeding."

Peter looked down at his side, seeing that a line of blood had started to seep through his shirt.

"Oh… I guess I am."

Gwen started to tug at the hem of shirt to get a better look at the wound.

"It's nothing, Gwen. It was just an accident." He started to retreat from her, but she grabbed his shoulders and forced him down again. She was stronger than she looked.

"Don't you dare." She warned.

Peter let her fiddle with his shirt until she pulled it open to reveal a long cut just below his ribs in the right side.

"Oh Peter," She breathed. "What happened?"

"I don't know."

"You don't know?" Gwen traced the cut with her finger. It was a clean slice, like that of a knife. "I just cut myself helping, Connors. I forgot about it until now; I'll just patch myself up" Peter moved to button his shirt again, but she grabbed his wrists.

"Stop, stay here." She got up and dashed to the small restroom. Gwen started rummaging through the medicine cabinet, looking for bandages.
God Peter, why can't you just stay out of trouble for once? If you're not being picked on by Flash, then you're ripping yourself to shreds in the lab, and if you're not doing that then you're running around with a camera taking photos of Spi-. 

She had almost thought his name, almost said it in her mind, that unthinkable name. 

Dad. 

She had found the bandages, but instead of returning to Peter, she found herself leaning against the sink, abrupt tears collecting in the chipped, porcelain basin. Peter came a second later. He didn't need to ask, he already knew. That fresh pain was always just beneath the surface for her, festering like an illness. It didn't take much to bring it out and it took so much to keep it in. Today had been especially hard on her. It was the first birthday of her entire life where he hadn't been there for her. 

Gwen pressed herself into Peter's chest, the cut on his side lazily bleeding into her sweater. 

After her father had died, her uncle had been at the funeral. He had comforted her. Told her that even though Captain Stacy's physical body was gone, he would always been there for her, unseen and untouchable, but there all the same, watching over her. Her grandmother had told her the same thing, so had Martha Connors and her own mother. Frankly, Gwen was tired of it. She didn't want a pat on the back and an empty promise. 

Gwen wanted to scream. She wanted to pull at her hair and punch walls and kick doors and break plates. She wanted to hurt that man… that mysterious, powerful and masked man, the hero who had taken away one of the most important people in her life. 

Peter was speaking to her, petting her hair and wiping the fluid from her face. 

"I'm here," He said. "Gwen, I'm here." 

They sat on their fire escape, watching the sun set over the city, they had just finished the movie and returned to their new home for some much-needed alone time. Gwen had that lovely warm feeling in her chest. The kind that reminded her of what it was like to be alive. 

She could have stayed there with him for the rest of her life, but the universe has a way of being cruel to the nicest of people. 

A loud buzzing broke the silence. 

Peter reached into his pocket and pulled out a radio. He examined it for a moment, thinking, tossing it between his hands and rotating it over and over again. 

"This is probably Doctor Connors," He said. "I should take it." 

"Oh, uh okay." 

"I'll be back soon, okay?" 

"Okay." 

"I love you Gwen." 

"I love you too, Peter." 

"Happy birthday."
The Claws of Redemption

Chapter Summary

Her father's past comes back to haunt Felicia Hardy as she tries to make her way in this unfamiliar world.

Chapter Notes

The following is a spin-off story featuring Felicia Hardy! So that's cool if you're into that, otherwise, we'll be back to Peter and his adventures next week.

Thanks for reading and thanks to Bm again and a guest for commenting.

Part I of The Claws of Redemption

There was something about the night that got Felicia excited. The mystery of what lurked in the shadows or the stillness of the air. It was under the moonlight that Felicia felt alive. She currently was perched on a rooftop across the street from her current target, namely an uptown jewelry store, one of those fancy two-story ones with large glass windows.

Childs play. She smirked.

She reached a gloved hand down to her grappling hook, which hung at her belt. She unclipped it and brought it up, aiming it towards the store. With a squeeze of the trigger, a hiss of compressed air fired the sharp projectile into the air, imbedding it in the far wall and leaving a thin cable in its wake.

Like a skilled gymnast, the Black Cat lightly stepped her way across the wire to hop lightly onto a ledge beneath one of the windows. Sharp claws hidden within each hand protruded from her gloves and she cut a circle approximately two feet wide in the glass. Delicately, she tipped the disk of glass towards her and removed it from the hole, setting it on the ledge to lean against the building.

No alarms, no witnesses, no problem

She dove forward though the hole, rolling to a smooth stop inside the store. Surrounding her were dozens of glass cases, displaying glittering and expensive jewels and trinkets. The Black Cat moved about the room, careful not to trigger any pressure plates that may be hidden under the carpet. She cut several more holes in several more pieces of glass, retrieving countless necklaces, rings and gems from their resting places.

The pouch at her belt was starting to become heavy and she decided it was time to exit. The owners would find the store had been robbed in the morning, but by that time Felicia would have sold most of her spoils to her black-market clients.
The Black Cat looked one last time around the room, making sure there wasn't anything else worth her taking, before turning towards her exit. She froze mid-step, the hole by which she’d entered had been sealed closed… by spider webs.

Oh great, just what I needed.

Two large, white eyes glared at her from their position on the wall and she turned to face them.

"You know, Felicia, if you wanted to hang out with me you should have just called." Spider-Man said, dropping down onto the floor.

The Black Cat put on her best smile, trying to hide the fact that he had caught her off guard.

"You know me, Spider. I'm all about putting on a show." She teased, then spun quickly throwing a knife from her belt.

He flipped over it easily and darted towards her, she tried to avoid him, but grabbed her and pinned her against a wall.

"Yeah, calling would be too subtle for you, huh? I do have an email, however, if that’s more your speed."

The Black Cat pretended to struggle in his grip, in reality reaching to her wrist and tapping a button on the sleeve of her suit.

"If I'm being honest I missed you," She said, faux sweet. "Being with you makes everything feel… brighter."

Suddenly her orange goggles turned bright white, flashing like a camera. Spider-Man was momentarily blinded, twisting his head away from the light. It was enough for Felicia to tug free and deliver a swift kick to his gut. She slashed forward with her claws, but he ducked away from her and fired a glob of webbing that narrowly missed her head. She rolled, avoiding more webbing, and crouched behind a desk.

He's usually a better shot with that stuff. He must be still having trouble seeing. It's now or never.

The Black Cat poked her head above the desk just enough to sling another knife his direction. Spider-Man caught it nimbly before it connected with his chest.

Damn spider-sense, that shit is so cheap.

She turned and sprinted towards the nearest window. Covering her head with her arms she leapt at it, crashing through and falling through the air. Instantly an alarm started to *blare*, disturbing the peaceful night. Felicia fell to the ground below and rolled to prevent herself from taking too much damage from the drop. She knew that he would be quick on her heels and dropped one of her smoke bombs at her feet, quickly disappearing in a puff of grey dust.

When Spider-Man leapt lightly down to the street, the Black Cat was already gone.

The widow to her apartment slid open silently and Felicia Hardy slipped inside. It was still late in the night, so she moved silently to her bedroom as not to disturb her roommate. When she was safely in her room, Felicia pulled off her wig and goggles, running her fingers through her short
dark hair.

That was a close call, closer than usual at least. Maybe I'm getting a little careless.

The rest of her suit was removed and, along with her haul for the evening, was stored in a small safe that fit under her bed. She collapsed onto the sheets and gazed at her alarm clock.

Only two hours until I have to get ready for class – not even worth sleeping.

She got up off her bed and rifled through her drawers pulling on some shorts and a t shirt, before padding out of her room and down the hall to the kitchen. She sat heavily in a chair at the table and pulled a textbook toward her.

She was midway through her freshman year at ESU. Currently, she was studying Criminal Justice, something she had assumed would be applicable to her nightly pastime. However, the courses were exceedingly dull and the people very annoying, so it was very possible she wouldn’t be continuing with the program. Also, with her night job taking up a good portion of her time, studying was a challenge.

There is a test later though, so I may as well study for that.

Sighing to herself, Felicia turned the appropriate chapter in her textbook, White Collar Crime, and began to read.

Two hours later, Liz Allen found her roommate slumped over her book, fast asleep. Liz prodded Felicia firmly in the side.

"Hey wake up, sleeping beauty," Liz said quietly. "Don't you have a test today?"

Felicia lifted her head to look at the clock.

"God dammit.” Felicia pushed herself from the table and sprinted back to her room.

“You’re going to be late!” Liz called after her, but Felicia didn’t answer, too busy shoveling her notes into her bag.

Liz sighed and set about making herself breakfast. As cold as Felicia could be, Liz didn’t mind having her as a roommate. After high school, Liz had found herself living in a dorm on campus with a few friends. They were all promptly removed from the room after a night of raucous partying that resulted in a kitchen fire that triggered the water system and subsequently ruined most of the furniture in the building. All the girls went their own way after that, leaving Liz to bump into Felicia.

They hadn't talked much in high school, Liz being popular and Felicia keeping to herself, but they've actually become good friends in the time that they lived together. Liz liked Felicia because she was a sharp contrast to the usual airheads she associated with and Felicia simply liked Liz because she didn't ask too many questions.

Felicia came stumbling back down the hall, pulling on one of her shoes.

"Aren't you going to take a shower?” Liz asked. “I can wait if you want to…”

"No time, I have to go like now." Felicia stuffed her textbook in her bag and slung it over her shoulder.
"Wait," Liz grabbed a napkin and stepped to Felicia, rubbing the other girl's cheek. "You have some dried drool on your face."

"Ugh." Felicia took the napkin and scrubbed furiously, crossing to the door and leaving quickly. Liz chuckled and went back to her breakfast.

The test was brutal. Felicia wasn't a terrible student in the least, but her lack of studying had taken its toll. When it was finished, she stepped out of the classroom, her mood dark, and out into the sun. Her next class wasn't for a few hours, so she had some time to kill. Deciding that food was something that she desired, she reached into her pockets, eventually pulling out a single crumpled dollar bill.

*Okay, maybe I should sell some of last night's haul first.*

Hopefully Spider-Man wouldn’t interrupt her again before she could cash in. There was a tap on her shoulder then and Felicia turned to see Peter Parker grinning at her.

"Hey, Felicia," He said. "Long time no see."

"Peter Parker, how's it going?" Felicia was actually surprised, and oddly pleased, to see Peter. The pair hadn’t seen each other since graduation. He leaned in for a hug, thought better of it, and transitioned rather awkwardly into a pat on her shoulder. Felicia couldn’t help but smirk.

"I'm good, I’m good. Um, pretty busy.” He scratched absentmindedly at the shadow of stubble on his chin which, along with the circles under his eyes, reminded Felicia she wasn’t the only one missing sleep. “What about you?” He asked. “School going good?”

"Eh. You know, it’s fine.” She didn’t feel like talking about it.

"Yeah I get that. But hey,” He pulled out his cell phone. “We should catch up some time, get dinner or something."

"Oh, really?" Felicia was taken aback. “Um… yeah- maybe, that would be nice."

*Weird.*

Peter seemed to sense her uneasiness.

"Just as friends though, I mean like," Peter explained quickly. "I just want to catch up and stuff. Us Midtown graduates have to stick together, right?"

"Yeah, I guess." Felicia laughed. Other than Liz, she hadn’t talked to anyone from high school since graduation and she couldn’t remember the last time she’d casually hung out with anyone. “How about tonight?” She asked, all thoughts of shady dealing momentarily gone.

"Tonight is perfect. I can text you the deets later. What’s your number?"

"Ugh, Peter Parker!? Felicia ,he is so gross, I mean like come on!" Liz Allen was storming around in Felicia's room.
"We're just going as friends." Felicia explained, feeling a little defensive. She was looking through her closet. "He's dating this girl anyways, Jenn or something."

"Gwen, her name is Gwen Stacy. She's in my Calculus class - she's alright. I don't know what she sees in Parker though. That guy needs a haircut and a shower, I mean seriously like…" Liz continued to ramble, insulting everything about Peter Parker, all the way down to the freckles on his arms and his beat-up sneakers. Finally, Felicia had enough.

"Why do you hate Peter so much?"

"You weren't there were you?" Liz realized. "When he totally crashed my party and broke Flash Thompson's arm."

"What?" Felicia had never heard this.

"Yeah, back when we were in Midtown," Liz explained, flopping on Felicia's bed. "I threw this party, right? And Flash did a harmless prank on Peter and he just went ballistic. Dude's a total psycho, Felicia – worse than that, he's a psycho nerd, an extremely dangerous combination."

"Eh, I can take care of myself," Felicia pulled a leather jacket from her closet and shrugged it on. "I'm going. I'll see you later."

Felicia headed from the room, towards the front door.

"Don't get any nerd juice on you! I won't let you back in the apartment if you do!" Liz called after her.

Felicia couldn't help but smirk.

_Nerd juice? Where does she get this stuff?_

It was a small diner down the street from campus. Felicia sat in the booth playing with the sugar packets.

_Who the hell does Parker think he is? 10 minutes late is okay. 15 minutes, fine. But 30 minutes?_

She looked at her watch again.

_5 more minutes then I'm gone._

It was at that moment that Peter stepped through the door. He caught sight of her and grinned, bouncing foolishly towards her, his sneakers squeaking loudly on the floor.

_What a dork._

"Hey," He said, sliding in across from her. "Sorry I'm late, there was a thing."

"You look dirty." She stated dryly.

"What?"

"Your face is covered in - what is that? Soot?"
Peter had black stains on his cheeks and forehead with drops of sweat cutting streaks down his face.

"Oh yeah, there was a… fire." He grabbed a napkin and wiped at himself, before coughing hoarsely.

"A fire." She repeated. “Like you were in a fire?"

"Well kinda, I was um – kind of close by."

Felicia pushed her glass of water towards him and he drank greedily.

"Dude's a total psycho, Felicia."

Maybe Liz was right. Peter seems a little unstable.

"So uh, what have you been up to? After high school I mean." Felicia tried to salvage the conversation from drifting into awkwardness. She felt like Peter deserved at least a chance. He seemed to be one of the few people interested in talking to her, which was odd since they hadn't had an actual conversation in over a year.

"Well you know, I started up at ESU and that's really about it. School takes up a lot of time."

"Tell me about it. What are you studying?"

"Mechanical Engineering," Peter raised his hand, motioning at the waitress behind the counter. "What about you?"

"Uh, Criminal Justice right now." Felicia scratched at some chipped paint on the table with her nail. “It’s fine.”

"Hey there," The waitress chirped mechanically when she approached the table. "What can I get for you?"

Peter looked at Felicia and she looked up at the waitress.

"Just a coffee please, and another water." She said.

"No problem, and for you?" The waitress turned to Peter.

"I'll have the soup and I'll take a glass of water too." He said with a smile.

"Coming right up." The waitress grinned, before turning on her heel and striding off.

"So," Peter faced Felicia again. "Criminal Justice sounds interesting. Do you want to be a lawyer or something?"

"Not really, I might drop it pretty soon actually."

"Oh okay."

They were silent for a little bit and when the waitress came back with their order, Peter ate ravenously.

"Easy there, Parker. No one’s going to steal it from you, I promise." Felicia chuckled.
He looked up at her and his wide grin seemed rather unwarranted to Felicia's little joke.

"I'd rather not take any chances." He said wryly. Felicia sipped at her coffee and he continued talking. "So we don't really know each other that well and this is a little awkward, right?" She was relieved he could sense it too. "You should tell me about yourself, Felicia."

"Uh okay," Felicia sat up straighter. "I don't really know what to tell."

"Well what about your parents?"

"My parents?"

"Yeah, I mean you've never told me about them."

Felicia shifted in her seat again.

"Well, my dad raised me, but he was arrested actually." She admitted. "For… breaking and entering."

“Oh, right.” Peter's plan to spur conversation had backfired hard. “I'm sorry.”

"It's okay. It was hard at first, but now… it's okay."

"What about your mother?" He pressed forward.

"She died, when I was young. There was a car accident, drunk driver and all that." Felicia took a sip from her coffee a little too quickly and it scalded her tongue.

"I lost my parents too, when I was little."

Felicia had always known that Peter lived with his aunt, but this was news to her.

"How did they die?" She asked.

"Plane crash, drunk pilot and all that." Peter grinned and Felicia chuckled in spite of the stupid joke.

"I'm sorry," She said, finding herself to be smiling back at him. "That must have been rough."

"It happens." He shrugged.

They talked for a long while after that. Peter told her about living with Gwen and how he was looking for a job, while Felicia remained vague about her employment. When Peter finally made motions to leave, Felicia found herself wishing they could talk longer.

"I can't, I really have to get home. Gwen will be worried," Peter sighed. "You should come by sometime, I think you and Gwen would get along."

"Yeah, maybe." Felicia allowed him to hold the door open for her as the left the dinner. He had paid for everything, much to her chagrin. The truth was she could make more money after a night on the town that he could make in a month. "I'll see you around, okay?"

"Okay."

They hugged this time and Peter went on his way, slouching his shoulders and trudging down the street. Felicia watched him go, feeling rather warm. Although she would never admit it, talking
with someone, even nerdy Peter Parker, gave her a sense of normalcy she hadn’t experienced in as long as she could remember.

*He's nice, a little nosey, but nice.* She decided. *It wouldn't kill him to get a haircut though.*

Felicia zipped up her jacket and headed back to her apartment.

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**Part II of The Claws of Redemption**

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Felicia stuffed her key into the lock and twisted open the door to her apartment. She was smiling slightly as she stepped into the dark interior, letting the door swing shut behind her. It made a loud *clicking* sound as it closed, much louder than usual. The *click* was followed by a *hissing* sound and the smell of something burning. Felicia whipped around to investigate the door and found a strange mechanism had been fastened around the door knob.

*What the hell?*

She bent down the get a closer look and found that lock was being melted. Quickly, she gripped the machinery and pulled it from the door. Tossing it aside, Felicia wrapped her fingers around the door knob and tried to open it again. It didn't budge.

*A trap.* Her instincts told her.

She took a step away from the door and heard another *click* as her foot pressed down on the carpet. All the lights suddenly came on, flooding the room, and Felicia was momentarily blinded. She wheeled around, grabbed onto the nearest wall, and tried to get her bearings. There was something sitting in the center of the room, a large black box with red numbers on the side. The numbers started to count down from thirty.

*A timer? A bomb!* *What the fu-

She didn’t have time to think.

Felicia sprinted past the bomb and to the widow. She pulled upwards, roughly trying to escape from the trap, only to find that the window had also been sealed closed.

*The only other window in the apartment is in Liz's room.* Then she remembered: *Oh shit, Liz!*

Liz's bedroom was just down the hall and Felicia slammed the door open. Liz sat up from her bed, a silk mask over her eyes, and screamed in surprised.

"Felicia, what the-“ Liz froze when saw the wild look in her roommate's eyes.

"Get up, we're leaving." Felicia dashed forward and grabbed her friend's hand, dragging her to the window.

"What's going on?" Liz asked, stumbling after Felicia.

"No time to explain," Felicia saw that this window was also sealed and cursed under her breath.
"Felicia, you are seriously freaking me out."

Felicia blocked out her friend’s concerns and snatched the lamp from Liz's desk. She gripped it tightly and jammed it as hard as she could into the glass, shattering the window. Liz screamed again.

"Come on!" Felicia beat away the jagged pieces of glass with the lamp before motioning for Liz to crawl out.

"You're out of your mind!" Liz turned, about to run for the door when Felicia grabbed her by her shoulders and dragged her towards the window. Liz kicked out furiously; she had no idea that Felicia was so strong.

Nimbly, Felicia hopped up and out the window, landing on the fire escape. She then proceeded to pull the still struggling Liz Allen after her.

It was at that moment that the apartment exploded.

Both the girls were thrown onto the hard metal of the fire escape, while smoke and flames erupted outwards from the broken window. There was a sound of metal and wood groaning and bending as fragments of debris rained down around them. Eventually, everything was quiet.

"Holy shit." Liz breathed.

Felicia groaned and grabbed onto the railing, pulling herself to her feet. The interior of the apartment was ablaze, the likes of which Felicia had never seen. The intense heat radiated outwards, threatening to singe off her eyebrows. There were sirens in the distance. Liz continued to lay there, clothed in her pajamas. "

What the hell was that exactly?" She asked softly, in shock.

"I don't know," Felicia seethed. “But I'm going to find out."

He stepped out from an alley and jogged up the front steps, before pushing open the door to the police station. Felicia stood up from her spot on the chair when she saw Peter. She had been stuck at the station for hours and was ready go leave. Police put her on edge.

"Are you alright?" Peter grabbed her shoulders.

"Yeah I'm fine." Felicia waved him off.

"I'm really glad you called me," Peter continued. "What happened anyways? Some kind of explosion?"

I only called you because there’s no one else.

"Can we talk about this later?" Felicia held up her arms and Peter examined her torn jeans and ash-dusted jacket. He chuckled gently, remembering his own appearance earlier in the evening. Felicia was not amused, not only had most of her worldly possessions been destroyed, so had the bulk of her stash - thousands of dollars in treasure up in smoke.

"Alright, come on." Peter guided her out the door.
The first thing Felicia noticed about Peter's apartment was how clean it was. She had never really interacted with Peter enough to know his habits, but he didn't seem like the type of guy to put much value in sanitation. It was only after she saw the fresh flowers on the table and the soft blue throw pillows on the couch that she remembered.

*Oh right... the girlfriend.*

"You can clean up in here," Peter crossed the living area and pulled open a door to reveal a small bathroom. "I'll get you some fresh clothes."

"Thanks." Felicia closed the bathroom door behind her. She looked at herself in the mirror and sighed, shrugging off her jacket and tossing it to the floor. There was grey ash in her dark hair and she brushed it out with her fingers, watching it drift down into the sink.

*Just for a couple days, Felicia, just long enough to find the bastard who tried to kill you.*

She figured out how to control the shower and started it up, causing the shower head to vibrate before releasing a feeble spray of water.

*Shitty pipes.*

Felicia kicked off her shoes and began pulling her shirt up over her head when there was a knock at the door.

"Come in." She called.

The door opened a crack and Felicia saw a blue eye peering at her. It opened fully and Gwen stood in the doorway, hair messy, eyes bleary, and clothed in a large t-shirt, obviously having just been woken up.

"Here," Gwen held out a bundle of clothes. "Let me know if they don't fit."

"Thanks." Felicia took the clothes and smiled. "I'm Felicia Hardy." She held out her hand.

"Gwen Stacy, we used to go to school together," The two girls shook hands. "We met at Peter's Christmas party last year, remember?"

Felicia couldn't remember ever seeing this skinny blonde girl before.

"I'm sorry, I'm terrible with names." Felicia laughed awkwardly and Gwen nodded.

"So, Peter says there was an accident. Are you okay?"

"Yeah I'm fine, just a little rattled. I'm... sorry for calling like I did."

"Did worry about it, really. You're better off here than some cheap motel." She reassured. "What about Liz Allen? Peter said you guys were together when it happened."

*What else does Peter tell you, Blondie?*

"Yeah we were. She's fine too. She's going to be staying with her brother across town."

Gwen nodded again.

"Well, let me know if you need anything." She backed away and Felicia pulled the door shut again.
The water had warmed up sufficiently by now and Felicia shed her clothes before stepping into the shower. Her muscles moaned in pleasure as the hot water streamed down her body, washing away the aches and pains. She was tempted to lean against the wall and fall asleep, exhaustion overwhelming.

She reluctantly shut off the water a while later and dried herself before pulling on Gwen's clothes. There was a green t-shirt that had the word "super" embossed on the front and a pair of gym shorts.

_Not really my style but beggars can't be choosers._

She retrieved her own clothes before exiting the bathroom. Peter was setting up bed sheets on the couch and looked up when she came in.

"Hey, you can toss your clothes over there." Peter gestured towards a washing machine. Felicia threw her possessions into a hamper, and then went to help Peter with the sheets.

"Thank you for this, Peter," Felicia said as she sat on her makeshift bed. "I promise I'll only be a few days, okay?"

"Take as long as you need, it's really no problem. Are you hungry?" Peter asked.

"No. I think I'll just go to bed if that's alright."

"No problem," Peter moved to the wall and flicked off the light. He turned to go to his bedroom when he stopped and faced her again. "If you're ever in trouble, Felicia, for any reason, you can always come to me. I mean, us – me and Gwen. You're a friend, and friend’s look after each other."

Felicia had never considered herself to have friends. She smiled again.

"Thanks Peter. Thanks a lot."

He disappeared into his and Gwen's room and Felicia lay backwards on the couch, drifting rather uneasily into sleep.

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No matter what your skill level, being a wanted cat burglar surrounded by police officers still put you on edge. Felicia ran her nails though her hair a little nervously, disgruntled to find that some of the longer strands reached the nape of her neck.

_I'll need to get it cut soon. Damn, what did Dad always say? "If it's short, it can't be grabbed during a fight."_

Felicia smiled to herself, thinking about the silver wig that frequented her crown.

_I never was good at following instructions._

Approaching footsteps brought Felecia out of her thoughts and she rose from her seat to face the approaching officer.

"This way ma'am," Stated the policewoman, as she stiffly extended her arm and allowed Felicia to lead the way to the cell door. She punched a code into the keypad next to the door, this followed by a loud _beep_ and a series of _hisses_ as the pneumatic locks were disengaged. "I'll be right outside the
door. You have ten minutes."

Felicia swallowed and nodded, suddenly finding that it hard to formulate words. She stepped into the room and the door shut behind her, locking itself once again.

"Hey, Dad." She breathed.

Walter Hardy looked up and split his face open with a weary smile.

"Felicia," His voice was rough, like he hadn't spoken in a long time. He raised his arms, showcasing the high-tech shackles around his wrists. "You'll have to forgive me for not giving you a proper welcome."

"It's alright," Felicia lied, leaning against the wall opposite her father. "I'm just here to talk anyways."

"That sounds good to me," Walter crossed his legs, settling himself on his cot. "It's been a long time, girl. How are your classes going?"

She ignored his question.

"I'm here because someone tried to kill me the other night." Felicia waited for her father to respond, but when he remained silent, listening intently. She continued speaking. "There was a trap set in my apartment, a bomb, nearly blew me and my roommate to kingdom come. We're okay now though; I'm staying with... a friend."

Walter leaned forward and pinched the bridge of his nose between his thumb and index finger.

"Can you trust this... this friend?"

"Yes."

Walter sighed and stood up, his shackles clinking loudly in the confined space. He opened his mouth to speak, but closed it again, starting to pace.

"You should leave town." He finally advised.

"That's not an option. I'm not going to go running. I need to find out who did this."

"There is no way that this is some random act of terrorism. It's not a coincidence that you were targeted. Whoever did this knows who you are, what you are."

"Why a bomb though?"

"To make it look like an accident no doubt, possibly a gas explosion. It’s an old trick, effective." Walter was pacing faster now, his speech flowing quickly. He easily slipped back into the old parent mode, giving his child the counsel that she needed. "Although, obviously not that effective. If they managed to break in and set that trap without anyone noticing or without leaving a trace, then you're dealing with a professional." He stopped and looked over to her. "I'm serious when I say this, Felicia, you should leave."

Her eyes narrowed in a very feline manner. Not your typical house-cat, but a predator.

"There's something you're not telling me." She stated plainly. In response, Walter sank back onto his cot, restless after his time spent in his cell on Riker's Island. "Dad, I need you to help me out here." He kept his eyes on the floor between them. Felicia stepped away from the wall and into the
center of the room, causing his gaze to fall upon her worn sneakers. "Please."

His eyes traveled up to meet hers and what Felicia saw in there scared her more than any number of police officers.

"Someone tried to kill me too. I could smell the poison in my food." When he saw his daughter's fear, Walter laughed. "Don't worry about me though; it's going to take a lot more than that to take me out. In all reality, I'm safer in here than you are out there."

"I'm going to get you out of here." Felicia said stepping forward again.

"Yeah? You and your spider friend?"

"What are you talking about?"

"Give me a break, girl; I get to read the papers. The two of you have been dancing through the streets for over a year."

"You're changing the subject."

"And you're getting sloppy. You should have taken care of him ages ago."

"Shut up." Felicia suddenly snapped, surprising the both of them.

"Excuse me?" Walter had never heard his daughter disrespect him like this before.

"You are going to listen to me, okay?" Felicia stood her ground, her cold blue eyes clashing with those of her father. "I know that getting you out now is impossible, but I swear that I will. In the meantime, you need to tell me about anyone who might have something against the Hardy's"

Walter just sat and considered his daughter for a while, before speaking.

"Dmitri Smerdyakov."

"Who?"

"Dmitri Smerdyakov, a Russian business man also known as the Chameleon. I owe him... quite a bit of money."

"How do I find him?"

"Simple, you won't." Walter stood up and held his arms out, almost brushing the walls of his cell. "You're all I have left and he's a dangerous man with dangerous allies. If you're smart, Felicia, and I know you are, you'll listen to me and leave town."

"Say that again and I swear..."

"Felicia-"

"You tell me where he is or I'll find him myself." Felicia stood tall, fists clenched, jaw set, this was the moment that Walter saw her as a woman. His daughter was long gone, torn away along with her father.

"I... I don't want you to get hurt"

"I already have been." Felicia spat. "This isn't going to stop until somebody dies and I swear to you
"Felicia, you don't have any idea what it's like to kill someone. It changes you, for the worse. Only a fool makes a promise like that."

"Just tell me where he is."

Walter's shoulders slumped and he cast his eyes downwards again, letting out a massive sigh that seemed to completely drain him of air.

"In safe house 13 there is a chest with some files in it. Everything I know about Smerdyakov is in there."

*Our safe houses would be a good place to pick up some gear too. Felicia thought. It might actually be a smart idea to live there instead of with Peter.*

"Thanks for your help." She said. Walter opened his mouth again just as the door to the cell hissed open.

"Times up." The guard stated, standing off to the side with a hand resting on the butt of her pistol. Felicia nodded and started to exit.

"Felicia, please be caref-" The door shut on her father's last words.

*Not last. I'll see him again soon... hopefully.*

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**Part III of the Claws of Redemption**

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It was raining by the time she reached Peter and Gwen's apartment. She trudged up the stairs, her footfalls heavy on the concrete steps.

*The Chameleon? This city is full of freaks.* She thought.

When she reached the door, she hesitated, not sure if she should knock or not. Felicia had never been in this situation before. Sure, she was a guest, but she'd only been there one night. Was it considered 'okay' for her to just barge in like she owned the place?

*This is a problem, Hardy, being around people complicates things. You're debating whether or not to open a door for goodness sake.*

"Hey, Felicia."

Gwen got lucky. At the sudden voice Felicia had whirled around, bringing her fist up to decapitate whoever was stupid enough to sneak up on her. The fist came within an inch of the other girl's noise, before stopping abruptly, due to Felicia realizing her mistake.

Gwen let out a startled shriek and dropped her bag of groceries, causing a few apples and a baguette to go rolling across the floor. Felicia promptly relaxed her fighter's stance and dropped her hand. Adrenaline was running a mile a minute though her veins, causing her breath to come out in short bursts.
"Oh God- Gwen, I'm so sorry." Felicia reached out towards her, but the blonde backed away, pawing the ground for her escaped produce.

"No, no it's okay I shouldn't have surprised you…” Gwen began, before being interrupted by the apartment door bursting open.

"What's going on?!!" Peter was clothed in only a towel from the waist down, clutching a toothbrush in his hand like a sword. Felicia felt a sudden heat flush her cheeks upon seeing the sopping-wet man, who was oddly muscular than she had expected… not that she had considered what a nude Peter Parker would look like before.

Oh god.

Felicia had the sudden desire to just fall to the floor and die.

"Peter," Gwen chided, standing up and cradling her bags again. "It’s nothing. Felicia and I just scared each other." She stretched up on her toes and kissed Peter's cheek. Felicia felt another wave of heat, this time of an entirely different nature.

"Oh, okay." Peter looked from his towel to his toothbrush, then back at Gwen. "I'll just go and uh, put some pants on."

"Good Idea." Gwen laughed as he strode back into the house. She followed him, but stopped just past the door way and turned back to the dark haired girl still standing in the hallway. "Are you coming?"

"Yeah, I am." Felicia shoved her hands in her jacket pockets, digging her nails into her palm.

Note to self, get as far away as you can from this apartment as soon as possible.

Gwen stood to the side and let Felicia walk past her, before shutting the front door. The two girls stood kind of awkwardly in the front hall way for a moment. This being the first real time they were alone together.

"I'll just go get started on dinner." Gwen said, zipping away towards the kitchen area. Felicia sighed once she was left alone. She never socialized much as a child, and even less as a teenager. Self-doubt was another thing that she was unfamiliar with. Not one time in her life could Felicia remember ever being completely… clueless, not after her father was taken, not when she had been confronted with Spider-Man or the Vulture, not one time until now. Her instincts have always guided her well. There was something about this apartment that muddled her mind, or perhaps someone.

She marched briskly towards the couch where she had spent the night previously, hoping to catch a quick nap. What she saw there froze her right in her tracks.

Oh my.

Instead of the slightly worn couch, there was now a light blue futon in its place. The door to the bedroom opened and Peter appeared, fully clothed. He caught her eyeing the new furniture.

"We've been thinking of buying one for a while now," He explained, faux casual. "Now just seemed like a good enough time as any."

Felicia hadn't turned her head away from the couch/bed contraption and continued to stare at it.
How long does he think I'm staying?

She reached out and brushed the soft fabric and forced herself to act casual.

"It's a nice color." She shrugged and flopped down onto it. The cushion was lumpy and she felt something hard pressing into her back, but in all honesty she felt more comfortable here than she had in ages.

**I need to leave.** She thought and then. **You keep thinking that, but you're still here.**

"Thanks, I'm not typically known for my sense of style." Peter grinned, leaning against the wall and crossing his arms. Felicia did her best to keep her eyes off the empty seat next to her on the cushion. "So how was class today?"

"What?" Felicia asked, confused.

"You were gone pretty much all day. I just assumed that's what you were doing."

"Oh yeah. I had class, it was… informative."

"That's a good word."

"I suppose." Neither of them spoke for a while. Felicia leaned back into the cushion, letting the silence hang around them. She watched as Peter began to tidy the room idly. Despite herself, and whatever feelings she may or may not be having, she was curious: "So are you going to... um, pop the question anytime soon?"

Peter was adjusting a slightly crooked picture and when the question was asked, he fumbled and the photo dropped to the ground with a crash.

"Wha- What?" He stammered

Felicia couldn’t help but chuckle at his expense.

"I mean, you and Gwen are practically married already, right? I mean it only makes sense."

"I… I guess?"

The girlfriend in question poked her head out of the kitchen.

"What was that noise?" She asked. There was a smudge of some red sauce on her cheek and she was clothed in a ridiculous apron that featured several puppies frolicking about in a sea of bright yellow sunflowers. I took all of Felicia's effort not to puke at the sight.

"I… uh… picture." Peter seemed even more flustered at Gwen's appearance.

"Oh okay, well dinner's practically done. Why don't you guys come set the table?" She disappeared back out of sight.

Peter shot Felicia a look.

"What?" Felicia smirked, standing up and stretching.

"You can't just ask me questions like that, me and Gwen… we'll cross that bridge when we come to it okay." He hissed at her. Felicia stuck her lounge out at him and brushed past him into the kitchen.
Gwen had made spaghetti. The noodles were a little too firm and the sauce was a little too runny, but it was way better than the microwave meals Felicia and Liz had been living off of.

*Peter's a lucky guy. Blondie is quite the catch.*

"This is really good, Gwen." Felicia admitted, stirring the meal with her fork.

"Thank you," Gwen beamed. "I don't often get an excuse to make bigger meals with just me and Peter here."

"Well, I can't say enough how much I appreciate you guys putting up with me."

“And again, it's no problem," Peter waved his hand like he was physically swatting the comment. "You're always welcome here."

Gwen smiled at this, but it was a little strained. Peter didn't notice though and proceeded to slurp up a noodle loudly.

"Who wants to hear some music?" Gwen asked, taking her napkin out of her lap and standing up. She crossed over to a stereo on the counter while her boyfriend groaned loudly. Gwen glared at him.

"Look babe, I appreciate the fact that you have your own musical preferences, but can't we skip the music tonight. I mean, we have a guest."

"If you don't like it," Gwen switched the stereo on. "Buy some earplugs, babe."

Gwen Stacy liked many things, cats, pudding, rainy days, but above all, Gwen Stacy loved music. The funny thing about music is this: it's a generally relative thing. Everybody has their own opinion. But most can agree, that the sound that was currently slithering its way out of the small speakers, was absolutely terrible.

The blonde girl did a small jig on her way back to the table, skipping on her toes and alighting once again in her seat. The tall boy's shoulder's sagged and he miserably stirred some sauce around on his plate. And the dark haired girl, their guest, opened her mouth and let out a very un-Felicia-like squeal of joy.

"Holy shit, you like 'Ignorant Rhubarb and the Pretentious Jelly'?!" Felicia asked, her eyes shining.

"Are you kidding me? They're my favorite band!" Gwen reached out and grasped Felicia's hand. Felicia was rather excited and therefore did not shudder too much from the physical contact. "Oh my gosh, how cute is Tony?"

Felicia stuck out her tongue and shook her head violently.

"Ugh, Tony's so gross. I hate bass players. It's all about Ricky."

"I can't believe you said that!" Gwen mimed injury. "But I get where you're coming from, I mean, have you seen Ricky's hair? It's like magic!"

Peter sighed into his plate.

*Oh no. The thought. There's two of them.*

After dinner, Peter and Gwen retired to their bedroom and left Felicia to her own devices. She lounged on her futon for a while, wishing that the young couple had access to a television. Finding
nothing to entertain herself with, she closed her eyes and attempted to achieve her earlier goal of taking a nap. Predictably, she failed horribly. There were so many things bouncing around her head at once, Peter, her dad, The Chameleon.

Felicia was a person of action and right now she needed to act.

Sitting up, she began lacing up her shoes, thinking quickly.

*The safe house dad mentioned is only a few miles away. I could be back here in no time.*

She got and shrugged on her jacket, before heading towards the door.

*Or... I could not come back here at all. I could leave a note, thanking them for everything and then I'd be gone. The safe house is bound to have supplies that will last me a while.*

However, even as Felicia thought this, tracking down a sheet of paper and scribbling down her note, her heart wasn't really set on leaving. She rested the note on the kitchen table and scratched at her hair, surveying the apartment again.

The space didn't seem so small anymore. Maybe it was the new furniture or just where she was currently standing, but now for some reason this place felt like it was massive. Already full of wonderful things, and within the capacity to take on much more. There were memories, a ring of condensation on a table, a chipped window sill, some spilt paint, in short: nothing that mattered to Felicia. It was too big really, she felt overwhelmed.

Without a second look back, she opened the front door and left.

Safe house thirteen wasn't actually number thirteen on a list of safe houses. There were in reality only three, those set up by Walter Hardy early in his career. After his daughter began following in his footsteps, Walter made a point of showing her his little fortresses of solitude, teaching that if they were ever separated on a job they could find shelter and protection here. Of course, the truth of the matter was that Felicia and her mentor were professionals and that mistakes were not made (interference by Spider-Man notwithstanding) and therefore the safe houses went unused, until they were all but forgotten by the younger Hardy.

On a rooftop in the east side of the city, Felicia dug her fingernails under a hidden trap door. With some effort she lifted the slab of metal, before readjusting her grip and shoving it off to the side. She was greeted by a thin ladder leading down into a dark room, only illuminated by a square of moonlight coming from above.

Not bothering with the ladder, Felicia leapt nimbly down into the room, landing in a crouch and pricking her ears. It was doubtful that anyone would find the hidey hole, considering the skill with which it was hidden, but Felicia had learnt the hard way that it was better to be safe than sorry.

Once she was relatively sure that there were no secret assassins hiding in the wood work, Felicia fumbled towards the wall, hands outstretched, until she found the light switch. The lights flashed off and on for a moment, as if the bulbs were trying to blink sleep from their eyes, before the room was brought into perfect clarity.

There was a small canvas cot set up in the corner, a steel workbench bolted to the wall opposite the ladder, and a large wooden trunk taking up an alarming amount of space on the left side of the room. Felicia went to the chest first, that being the most likely place for having what she wanted. It
was, of course, locked by a rather high-tech looking keypad that was fastened to the face of the chest. It only took her a moment to enter the code before the lock beeped once and opened with a hiss.

*Vacuum sealed, good work, dad.*

Felicia couldn't help but smile at what greeted her inside. A new cat-suit was folded neatly on top, with its matching goggles resting against the smooth material. She stretched out a finger and caressed the cool lenses of the head gear; much like a mother would tend to a newborn baby.

*Oh, how I've missed you.*

Her original suit, having been destroyed in the explosion, was in need of replacing.

*A few medications to this one and I'll be back in business.*

She scooped up the equipment and deposited it on the workbench, before returning back to the chest. A few more seconds of rifling through its various contents revealed a stack of military-green file folders. She grabbed the whole bundle and moved over to the cot this time. With a soft creak, she sank onto it. Tucking her feet beneath her and flipping open the first file, Felicia began to read.

*The Beetle,* she set that file aside. *Hammerhead, Kingpin, Living Brain, Silver Mane, Speed Demon,* all these files and more were eventually discarded on the cot and the surrounding floor. When there were only a handful of folders left, she found it. *The Chameleon.* She pushed all the other files away from her and began rapidly devouring the all the information she could.

Names, dates, locations, jobs, money, it was all there. Every underground deal The Chameleon and The Cat had ever made. The file was a literal gold mine of knowledge, complete with a list of facades taken by The Chameleon.

*A master of disguise huh? That just makes hunting you that much more fun.* Her finger fell upon an address, a law firm, in the heart of the city. *And this just made finding you that much easier.*

As much as she would like to go bust down his door, claws slashing, Felicia needed to plan, to get organized. She looked around the safe house. It was small and cramped, a little chilly too, it wasn't an ideal base of operations, but it would have to do.

*I mean, what other options do I have?*

She thought of Peter's apartment, full of memories that weren't hers, memories that held no value to her. Then she thought of a man wearing only a towel, a light blue futon, a mediocre spaghetti dinner, and a terrible indie band. Felicia sighed heavily, and ran her fingers through her short hair. The apartment was only a few miles away. She would be back there in no time.

**Part IV of The Claws of Redemption**

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One of the many problems with Felicia Hardy was that she was just not used to being around people. Yes, she went to school with everyone else, but she walked to class, ate lunch, and did her homework all alone. After high school ended, she found herself even more secluded, with Liz
Allen being the only person she interacted with on a regular basis. In short, it was a major culture shock for Felicia to find herself becoming a part of the Parker/Stacy clan.

Gwen and Felicia would sometimes travel together to the university campus, Felicia could go and visit Peter at his work for lunch, and the three of them even spent hours sitting on the living room floor doing homework together. It was the family Felicia never had, or even knew she wanted. Honestly it was the happiest she had ever been, and therefore it was easy for her to put off her revenge scheme.

The Chameleon was put on the backburner, her plans dwindled, and the weight of some invisible, imminent danger did not feel nearly as heavy when she was with her new friends. Her father was safe behind bars for the time being, she hadn't told anyone about her new living situation, and nobody had tried to blow her up. In the weeks that followed the night of her attempted murder, Felicia made one of the biggest mistakes of her life: she got comfortable.

It all finally came to a head one night when she was heading home from the university. She had a new backpack slung over her shoulder. Peter had bought it for her, despite her initial refusal. Despite nearly all of her earthly possessions being blown to smithereens, Felicia was far from destitute. Safe house thirteen was not only a good source for information, it also was home to a good amount of cash, not to mention some valuable equipment that could be sold to the underground if need be.

*It probably wouldn't be a bad idea to buy a cell phone. She mused. I can definitely afford to pay for one and it'll keep me in touch with Peter and Gwen.*

She jogged across the street and ducked into an alley, getting away from the evening traffic.

*Like right now, it would be nice if I could call and ask if they have eaten-*

A *rustling* noise above her head distracted her from her thoughts. She stopped and looked upwards to the surrounding roof tops, her ears pricked. After a moment of silence, Felicia took another step forward. Abruptly, something very sharp was wrapped around her ankle, jerking her leg upwards and pulling her off balance. The tug was so strong and sudden that she wasn't able to catch herself, she tumbled backwards, slamming the back of her head into the concrete. She looked up, or was it down, as her backpack and the ground fell away from her and she was hoisted quickly into the air.

Her ascension stopped with a jarring halt and Felicia hung there for a split second, not really sure what she was seeing. A tall, thin woman was standing before her, clothed in a silver, tactical suit and pointing a gun directly a Felicia's upturned head.

"Hello there, sweetie." The woman smiled, her mane of silver hair floating softly in the wind. "I've been waiting for this for a long time."

Felicia wrapped her body upwards, grabbing at the cord around her ankle and making herself a smaller target in the process. The mystery woman fired a shot, missing Felicia's head by mere inches. The wire holding the cat burglar captive was fastened to an odd metal contraption set up over the alley like a small bridge.

*A trap, just for me.*

Grabbing onto one of the metal bars of the trap, Felicia pulled hard and kicked at the same time. The cord loosened only slightly, being originally held taut by Felicia's weight, but it was enough for her to wriggle free, losing her shoe in the process.
The gun fired again and Felicia felt a searing hot pain graze her shoulder, as she swung herself onto the rooftop next to the silver woman. Landing in a crouch, Felicia spun and lashed out with her foot, sweeping the legs out from under her attacker.

The woman rolled with her impact against the roof and popped up again, gun at the ready. Felicia had to move quickly, she rushed forward and brought her elbow down hard on the top of the gun, effectively knocking it from the woman's grasp.

Now that her opponent was disarmed, Felicia lashed out with a swift left hook that connected with the other woman's temple. Instead of rendering the silver assassin unconscious, like Felicia had hoped, this only served to apparently infuriate her.

The response to Felicia's strike was an absolute barrage of punches, kicks and jabs the Felicia barley managed to block, let alone form some kind of counter attack. She deflected a high kick with her forearm, before ducking under another punch and spinning away. She needed to create some distance between the two.

The assassin advanced again, this time dashing forward and catching Felicia in the stomach with a fierce kick, knocking the air out of her and sending her to the ground. The assassin was quick to pin Felicia down and deliver a few swift punches to the younger woman's face and chest, discouraging any thoughts Felica had of rising again.

Felicia's breath was ragged from the weight pushing down on her. She could taste the blood in her mouth and feel the hot sticky liquid pouring from her nose. This was too much, whoever this assassin was, she was older than Felicia and much more experienced. Not to mention the metal studded knuckles of the mystery woman's gloves that pounded Felicia into submission.

Blackness began to appear at the edges of her vision, slowly closing inward and suffocating all light. The soft curtain of silver hair tickled Felicia's face as the assassin leaned close and whispered in her ear.

"This is what happens when you don't finish the job." The assassin sat back up, but did not remove herself from Felicia. A knife glinted in the moonlight. "Take a good look, sister. The Silver Sable always catches her mark."

"You know, I've heard cat-fights are fun, but this might be taking it a little too far." A third voice called from somewhere beyond Felicia’s limited vision.

With a final effort, she slowly turned her head to see who the newcomer was.

"Why did you help me?" He asked quietly. "I thought you hated me or whatever."

She didn’t answer right away, but thought for a moment.

"My father was a good man and you really screwed him over," She moved closer to him. "But then again, he taught me to never hold a grudge."

Felicia passed out.

It was very windy. The whistling noise was deafening in her ears and she could feel the tug of g-force on the skin of her face and in the pit of her stomach. Felicia opened her eyes, or at least she tried to. Her left one was swollen up in an ugly bruise and the other instantly began to water on contact with the flowing air.
It all came back to Felicia, the trap, the fight, the voice. Everything about her current situation fell into place all at once.

"Put me down." She croaked, unsure if she could be heard over the wind.

Apparently the person carrying her noticed her stirrings, because Felicia soon felt the powerful pull of gravity followed by a surprisingly soft landing. Felicia was relieved when the roaring sound of the air ceased.

*God, my head is killing me.*

Although their vertical movement had stopped, they continued forward as soon as they touched down, moving across what Felicia assumed was a roof top. She blinked the tears from her vision and noticed a familiar looking hatch set into the roof.

*Looks like someone has been keeping tabs on me. Can't a girl have any secrets?*

Felicia was lowered down into the safe house and deposited on the small cot. To her, the piece of canvas now supporting her seemed like the softest thing in the world. She was drifting out of consciousness again when her rescuer spoke.

"Where do you keep your medical supplies?" This was followed by a loud shifting of papers and other materials.

Felicia grunted and pointed lazily towards the workbench, where she had set the first aid kit after removing it from the trunk. There was more rustling and some clicking, then the sound of footsteps.

"Can you sit up?"

Felicia grunted again, not really in the mood to verbalize anything. A second later, strong hands gripped her arms and shoulders, gently pulling her up and propping her against the wall.

"This is probably going to sting." The voice warned.

Sure enough, when the alcohol-soaked rag was applied to her various wounds, Felicia cried out in as much shock as pain. She twisted her face away from him, only for long and thin fingers to grab her by her chin and face her forward again. She opened her good eye and looked up at him.

It had probably been about a month since she'd seen him. Felicia had almost lost track of time in the weeks she spent at Peter and Gwen's apartment. The red and black suit was the same, its contrasting colors almost as powerful as the muscles that rippled beneath the material. The eyes bore into her, like they did the first time she looked into them, like they always did. Seemingly enormous white lenses, that slightly reflected Felicia's own battered face back at her. She felt like she was falling into them.

"It's cold." Felicia muttered.

"What?"

"The alcohol." She clarified. "It's cold."

"Oh," He laughed. "Well I think that's the least of your worries." There was a light prod at her shoulder and Felicia could feel a sharp pain that caused her to hiss. "I'm going to have to take off your shirt."
"That's a little bit forward, don't you think, Spider?" Felicia grinned, causing a cut in her lip to start bleeding again.

"It's either this or I take you to the hospital. And I'm thinking the fewer questions asked of you, the better for everyone."

"I agree. Not to mention, this is infinitely more fun."

"Stop." He chided.

"Make me." She teased.

He sighed and began lightly tugging on the sleeve of her jacket.

"I liked you better when you were unconscious."

Felicia ground her teeth to prevent crying out again as the fabric of her coat rubbed over her wounded shoulder.

"So did you get her?" She asked quickly, fearing that if she opened her mouth for too long she would scream.

"Who?" The jacket came off and was tossed somewhere towards the far side of the room.

"Who the hell do you think?"

There was a pause

"She got away."

He was tugging at the bottom of her shirt now.

"How's that possible. I've seen you take down a rhino... literally."

"Well it was either let her go," He tapped at her arms and she groaned, raising them and allowing him to also remove her shirt. "Or let you bleed to death."

"I'm starting to think that you like me as more than just a frenemy."

"A what?"

Felicia chuckled and shivered from the cold, despite the warm feeling that was forming in her chest.

"A frenemy is a half-friend, half-enemy." She explained.

"Sorry if I'm not exactly up to date with the new hip lingo." He disappeared for a second a came back with the first aid kit. Laying it on the cot next to Felicia, he pulled out a wad of gauze and some bandages.

"You're lucky. The bulled only grazed you. I'll patch you up but-"

"It's gonna hurt." She finished. "Save your breath, Spider. I've been in worse shape than this before."

"Whatever." He set about wrapping her wound. There was more silence as he worked and Felicia
squeezed her fists from the pressure being steadily applied to her injury. Eventually he asked: "Are you going to explain to me what that was all about back there?"

"As soon as you explain what you've been doing following me?" She shot back.

"Who says I've been following you?"

"You know where my safe house is, and you showed up exactly where I needed you to be."

"You needed me?" He asked. Felicia would bet money he was smirking at her under the mask.

"That's not what I meant. You know what I mean." Felicia waved her hand dismissively. The movement drew attention back to her state of undress and he faltered for a moment, his eyes settling in the general area below her slender neck. She cleared her throat, resisting a smile and failing utterly. "I'd like my shirt back please."

He retrieved it quickly, without a word, and deposited it in her outstretched hand. She would easily bet more money that his face was currently the same shade of red as the rest of his costume. He coughed awkwardly, putting his fist in front of his covered mouth.

"It's kind of my job to keep track of things that happen in this city. Someone has tried to kill you, twice. I think that warrants my attention."

"I'm flattered that you care, but really I can take care of myself." She tenderly slid back into her shirt, wincing at the movement.

"Oh yeah, well what do you call that back there? Was that 'taking care of yourself'?" He made air quotes with his fingers.

Felicia wrinkled her eyebrows, instantly regretting it as it aggravated her swollen eye.

"Don't lecture me okay- just don't. I don't need you looking after me, I'm doing just fine on my own."

"You are so stubborn." He straightened up and moved away from her, examining her small accommodations with its spartan furnishings. "Where are you living now?"

"With some friends."

"Are you safe there?"

"Does it matter?" She spat at him, suddenly feeling annoyed by his questions. "You still haven't really told me why you're doing all of this. Why did you patch me up?"

"I owe you one. I couldn't have defeated Doctor Octopus without you and... I don't know." He paused for a second and scrutinized her. Felicia resisted the urge to squirm under his unblinking gaze. "Maybe I'm delusional enough to think that maybe one day you'd do the same thing for me."

"I guess so. I mean, us freaks have to stay together right?" She tried to lighten the mood. This was in serious danger of becoming some twisted heart to heart conversation, one that Felicia had no desire to participate in.

"Between the two of us, I'm more of a freak then you'll ever be. Now," He crossed his arms. "Tell me who that woman was."

"I honestly don't know." Felicia scratched at her nose. "She called herself 'The Silver Sable' I think.
I've never heard that name before, does it ring any bells for you?"

"No, I can't say that it does." He patted at his waist and produced a small black radio. He examined the small screen on the device, before looking back up at her. "It's pretty late now, can I take you home, Felicia?"

"Are you asking?"

"Yes, I am."

"Then yes." She smiled at him, looking as seductive as possible with a busted face.

"Wait," He faltered. "Did you think I was asking if I can take you home, or asking you to come home with me?"

"Yes." She answered simply.

"No," He rubbed the back of his neck. "But was that yes, or yes?"

"Yes."

"You know what, Felicia, screw you."

She laughed hard then, holding her battered ribs as they shook at his expense.

_He is just too easy._

He dropped her off outside of the apartment building, and slipped a piece of paper into her hand. He didn't wait for her response before zipping off into the night sky, not even offering a goodbye.

_How rude._ She thought. _He didn't even walk me to the door. Chivalry really is dead._

Felicia examined the paper, it appeared to be a radio frequency, and underneath it, scrawled in messy writing read: "If you ever need me – Your Friendly Neighborhood Spider-Man."

It was simple and to the point, Felicia resolved to never contact him directly.

When she finally got upstairs, it was Gwen who answered the door, clothed once again in her oversized t-shirt. She was still half asleep and rubbed at her eyes in that sickeningly-cute way that reminded Felicia of a kitten or some other equally adorable animal.

"Felicia," The blonde-haired girl gave her guest a once over. "What the hell?"

"I was mugged," Felicia sank onto her futon. "I'm fine though, it's worse than it looks."

"What are you talking about? It is most definitely not fine! Felicia, you need to go to a hospital," Gwen moved towards her bedroom. "I'm going to call the cops."

"No, Gwen" Felicia lashed out and grabbed her wrist, pulling her back. "Really I'm okay. It's honestly…" Felicia thought for a moment. "kind of embarrassing."

Gwen seemed unsure, but slowly moved back towards the victim.

"Well at least let me look at you-"
"No, seriously, I don't want you hovering over me right now, okay? I told you that I'm fine, so just accept it and leave me alone." Felicia snapped at her.

Gwen opened and closed her mouth a few times, before finally standing up, resigned.

"You have friends, Felicia, so don't push us away." With that, the girl retreated back to the bedroom and disappeared.

Felicia sighed and sank even deeper into the lumpy futon.

*You are not my mother, and I'm sure as hell not your daughter.*

As she started to drift off for the final time, not even bothering to remove a stitch of clothing, she thought of how Peter must be quite the heavy sleeper.

*He hadn't even come to see what was going on. I'll need to think of a better excuse for him, he's not as easily bullied as Blondie.*

She was wrong actually. When she would wake up the next morning, Peter would surprise her by accepting her story without question. Felicia would be half-pleased and honestly half-disappointed, at how little concern he showed.

Her final thought before she fell asleep:

*I've wasted enough time. Tonight was a big wakeup call. It's time to pay The Chameleon a visit.*

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**Part V of The Claws of Redemption**

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Hot water poured down on top of Felicia's head, rolling down her neck and across her lithe body. There is something magical about taking a shower that just clears the mind and calms the soul. Frankly, that was something Felicia needed more than anything: clear her mind.

*Forget about everything, at least for now. No Peter, no dad, no school, and no Spider-Man, I need to focus. I have a job to do.*

It was a full day after her attack by Silver Sable. Felicia had spent most of the day sleeping and had awoken to find herself a swollen mass of stiff muscles.

*I'm out of practice.* She realized. *All this lounging about has made me soft. I used to go out every night like back when I lived with Liz.*

She shut off the water and listened as the pipes groaned in frustration. That sound was less jarring than it had been her first night here, it was almost comforting now…

*Snap out of it Hardy. Are you really that easily distracted?*

Shaking her head, Felicia shimmied into her jeans and shrugged on another shirt, careful not to agitate her shoulder wound too much.

*A quick stop at the safe house for some gear, then I'm gone.*
The bathroom door creaked open slowly and slender face covered in a mop of wet black hair peeked out into the living room. Peter and Gwen said they were going to bed when Felicia stepped into the shower and she hoped to leave again without disturbing their slumber. After tip toeing to the futon and her assorted belongings, Felicia tugged on her shoes and once again shrugged on her jacket. She had just gotten up and faced the door way when a voice spoke to her from behind.

"Where are you going, Felicia?" Peter stood in the bedroom doorway, speaking in hush tones, so as not to disturb his sleeping mate.

Felicia turned to face him.

"There's just some stuff that I need to take care of okay." She put her hands on her hips, daring him to argue with her.

"Just…” Peter sighed. "Just don't get hurt."

Felicia blinked rapidly as he disappeared back into the bedroom and shut the door behind him. Now alone, she shifted uncomfortably.

*I* die tonight, *that* will be *out* last conversation. *His* last words to me.

She thought back to her conversation with her father.

"*This isn't going to stop until somebody dies and it won't be one of us."

Had she really meant that? Could she really kill someone? What would Peter and her father think if she did?

So many questions and Felicia had none of the answers. More often than not, she discovered, it was best not to think about it at all.

The McOwen's Law Firm was situated between a shabby department store and an even shabbier bar. The firm was relatively new, having only opened a few years ago. Customers were usually petty criminals looking for some crooked lawyer to weasel them out of some sort misdemeanor, and more often than not, they were successful. The titular Mr. McOwen wasn't actually a true lawyer, all of his certificates having been fabricated. His name wasn't even McOwen, but Dmitri Smerdyakov, international criminal mastermind, or as he is more formally known as, The Chameleon.

Felicia landed a little less than lightly on a rooftop across from the law firm. A flick of the settings on her goggles illuminated the dark nooks and crannies surrounding her current target with a florescent green.

Feels good to be back in the suit.

She took a moment to stretch, twisting her neck and body into contortions that would have made the average gymnast jealous. She allowed herself a smile, partially for the way her sore muscles moaned in pleasure and partially for how the flexible material of the suit clung to her like a second skin. She was fully equipped and ready for whatever waited her inside… mostly.

*No more wasted time.*
Felicia pulled her grappling hook from her belt and fired a piton across the boulevard. The stud buried itself in the rocky exterior of the building, a thin wire now stretching across the street. Felicia could hear her father talking in her head.

"Good shot." He rested a hand on her slight shoulder. "Now for a nice clean approach, one foot in front of the other, quickly now."

The Black Cat dashed across the wire, a dark shape silhouetted against the moon light, with a stream of long, white hair trailing behind her. When the opposite wall was in distance, Felicia leapt, digging her metal claws into the building and scaling its face with practiced ease. Soon she was hauling herself over the top ledge and landing in a crouch on the surface of the roof. Hurriedly scanning her surroundings, Felicia found what she was looking for almost instantly. The skylight was exactly where her father's notes said it would be, large and tinted black, protruding into the sky like a shining prism.

She switched off her night vision and crept over to the smooth glass. Leaning as close as possible without touching it, the Black Cat tried to peer inside.

*His office should be right below here.*

She took several steps back, cracking her knuckles and breathing in slowly, through her mouth then out her nose.

The office was poorly lit, the only sources of light being the computer screen and an ancient floor lamp standing sentry in the corner. It was also very quiet. The air conditioner was quiet, the computer was quiet, and even the man sitting behind the desk was dead silent, as if he considered breathing to be optional.

The only sound was the keys on the keyboard as the man typed.

*DS: Color me impressed. I hadn't expected the prototypes to be done so soon.*

*AS: Well Osborn doesn't like to be kept waiting. If only he was as courteous.*

*DS: What do you need?*

*AS: A sample of DNA. My hounds require a scent before they begin the hunt.*

*DS: Osborn doesn't have it yet?*

*AS: No, he doesn't. His search is still underway however, and he claims to be close to a breakthrough.*

*DS: That man is too secretive, do you trust him?*

*AS: Of course not. I trust his money.*

*DS: Then you are smart. I'm curious, however, to know how you power your creations. Surely no mere battery can sustain them. Not with their energy output.*

*AS: Secrets of the trade, my friend. I must return to the lab, stay in touch, I may require your assistance shortly.*
AS logged off before, he could type out his response. Dmitri Smerdyakov leaned back in his chair and rubbed his eyes.

The problem with working with master criminals is that they always want to get the last word.

He sighed and sat straight again, reaching for his keyboard, before beginning to type once more. A loud crash made him jump and looked up to see a shower of glass raining down on him. Throwing his arms above his head, Dmitri tried to protect himself from the sharp shards. As the glass was still falling around him, something much larger and, altogether more threatening, landed cat-like on his desk.

Dmitri was dumbfounded for a second, staring at the sight before him. It was a woman, clad in a black cat-suit. Her face was slim, with glowing orange eyes that peeked out from under a mass of white hair.

The Chameleon recognized her instantly.

"Leonard McOwen?" She asked.

Dmitri nodded, casually brushing glass off his shoulder and reaching again for his keyboard. He began typing once again. Felicia let him; she had him cornered, after all.

DS: I have her here.

The response was instantaneous.

SS: On my way.

"Oh, that's good." The Black Cat glared at the Chameleon. "I was worried I had the wrong office." Suddenly, she lunged forward and grabbed the man by his hair and brought his forehead down to slam, hard, onto the surface of his desk. His head bounced back and he was flung away from her, tripping over his desk chair and falling to the ground.

The Black Cat advanced, sliding over the desk easily and coming to kneel in front of him.

"Leonard McOwen." She dug one of her sharp nails under a seam that was sat flush against his neck. "Or should I say, the Chameleon." His mask came off with one sharp tug, revealing something that still surprised Felicia, despite being detailed fully in his file.

An entirely smooth head stared up at her, with a flat nose, lipless mouth and sunken eyes. His face and head was entirely covered in horrific burns that disfigured him beyond all belief. Doing her best to ignore the disturbing sight, the Black Cat grabbed him by the lapels of his coat and hoisted him upright, before slamming him into the wall.

"It's time to start talking, Smerdyakov. I've been almost killed twice. Does the name Silver Sable ring any bells?"

The Chameleon laughed, his voice had now acquired a think Russian accent.

"Of course it does, you stupid child. Do you have any idea how big a bounty has been placed upon the Hardy's?"

"What are you talking about?" She slammed him again. "Tell me now!"

"I'm going to be paid big bucks for finding you, Hardy." He smiled, or at least tried. It was a
grotesque imitation. "The Sable is coming. Tell me, how fast can you run?"

With one last mighty slam, The Chameleon slumped in her grip and she let him crumple to the floor.

My father was wrong. The Chameleon is a nobody. There's something bigger going on here. Someone else hired the Silver Sable to kill me.

She pushed off from the ground, leaping over the unconscious man and latching on to with the wall. The Black Cat dug in her claws once more and began to climb, heading back up towards the skylight.

I need to regroup. Get more facts. Find out who is really behind this.

She stretched out her arm and knocked some loose glass away from the gaping hole in the ceiling, then pulling herself up and out into the night again. Felicia had just straightened up when a swift punch connected with her face. The Black Cat found herself tumbling backwards back through the skylight and into the office, crashing down on her back atop the desk.

"Hello, sweetie." said her attacker, now standing in the hole above her. The Silver Sable stepped off the ledge, falling onto the Black Cat and pinning her like before. "Your little boyfriend isn't here to save you now. We've got all the time in the world, just for us." She produced another knife. Felicia struggled underneath the assassin, desperately trying to wriggle her arm free. "I think I'll start with this pretty face of yours." Laughing softly, the Silver Sable dragged her blade down the side of Felicia's face and creating a thin incision from the base of her eye down to her chin. The blood began to flow.

"No!" The Black Cat screamed and ripped her arm upwards, slashing her own razor-sharp claws across the Sable's face. The older woman cried out and rolled off Felicia, landing on the rug. The Black Cat wasted no time, pushing herself in the opposite direction and placing the wooden desk between them.

"You'll pay for that, you little bitch." The Silver Sable, wiped away some of the blood that was starting to trickle from her wounds. Her hand went to her gun and bullets were flying, before the weapon even had the Black Cat in its sights. The metal slugs blew paint and wood paneling off the walls, missing Felicia by inches as she ducked out of harm's way.

The Black Cat's arm flicked outward, slinging one of her throwing knives towards the Silver Sable. Her aim was true, but Sable was quick. The assassin twisted out of the way, managing to keep the knife from landing on its mark. What she didn't see, was the second knife that followed. The blade pierced the Silver Sable's hand all the way though, only stopping when it embedded in the wall on the other side.

The Silver Sable screamed in pain, her hand twitching and dropping the gun from its grip. The Black Cat lunged forward, hurrying the desk and punching the Sable in the jaw. The assassin stumbled back and shot out with her good hand, blocking another lightning-fast punch.

The Black Cat pushed forward now, adrenaline pounding in her veins. She shoved at the Sable, trying to unsteady her again, and kicked and punched her repeatedly, forcing her back. The Silver Sable cradled her ruined hand to her side and used her elbows and forearms to shield herself from the onslaught. When she saw an opening, the Sable deflected another attack and stabbed forward with her good hand. The counter-attack slammed into Felicia's injured shoulder and caused her to falter, crying out in pain.
Taking advantage of her momentary victory, the Silver Sable rushed forward and wrapped her strong fingers around the Black Cat's neck. As the squeezing commenced, the Black Cat started to panic. She delivered several powerful jabs to the Sable's stomach and sides, but the assassin maintained her death grip. Neither of them expected a gunshot to ring out and for a bullet slam into the wall beside Felicia. They both looked over to see the Chameleon pointing a smoking revolver in their direction.

"You idiot!" Sable screeched. "She's mine!"

"Well then kill her already!" The Chameleon responded, cocking his revolver and waving it around.

The Black Cat gritted her teeth and grabbed onto the Silver Sable's arms. Falling backwards, she planted both of her feet on her opponent's chest and flipped her over her head. Felicia was already up again by the time Sable landed on the floor behind her.

The Chameleon's gun went off again and the bullet whizzed by the Black Cat, who took a step forward and kicked as hard as she could at the desk. The cheap material gave and the furniture slid with the kick and bowled over the Chameleon, whose gun fired harmlessly into the air as he fell.

Bounding over the desk, The Black Cat pounded the Chameleon's head into the rug repeatedly until he stopped moving. Once he was out of commission, Felicia grabbed his gun and wheeled around. The Silver Sable froze mid-step, in the process of sneaking up on the Black Cat.

"Don't- don't you fucking move." The Black Cat breathed heavily.

The Silver Sable came to a stop, standing with her uninjured hand on her hip.

"What are you going to do?" She taunted. "Shoot m-"

The muzzle of the revolver flashed and the Silver Sable fell silent.

"Yes… Yes I am."

The first thing she felt was an incredible amount of pain. Honestly, she was used to this sort of thing. After a long and dangerous career, she had been put in many dangerous situations. Above all, the Silver Sable was a professional and as she pieced together the recent events in her mind, she came to realize what exactly was coming next for her. She tried to prepare herself for it.

"Rise and shine, bitch."

A hard slap collided with her face and her eyes shot open. There were a few moments of blurriness, before her eyes snapped into perfect clarity. She was in a small room, with all her limbs tied to a chair. In front of her sat a small table with an assortment of items that consisted of knives, pliers, and even a bone saw.

The Silver Sable did not try to resist rolling her eyes. It was a classic interrogation technique. Display for the victim all your tools of torture and maybe they'll crack before you were forced to use them. It would take a lot for Sable to reveal her secrets. She'd been around the block a few times before.

She took a moment to take a mental inventory. All of her arms, legs, fingers, and toes were still
present, if not entirely sound. There was also heavy bandaging around her middle, hiding no doubt a bullet-sized hole in her gut.

*Either that girl is a terrible shot, or she thinks she can get something out of me.*

The Black Cat appeared then, sliding into the Sable's view and standing before her. There was a bandage sloppily applied to the wound on her cheek and her white bangs were matted with sweat and blood.

"Who hired you to kill me?" She demanded

_**Straight to the point then?**_ Sable thought to herself.

"No one, I work alone." The Silver Sable responded coldly.

"Liar, the Chameleon told me there was a bounty out there for me and my family." The Black Cat stepped forward and took Sables chin in her hand. "What did you mean when you said 'this is for not finishing the job'?" She tilted the head up and dug her claws into the tender flesh. "What Job? Tell me, before things get really ugly."

_The Chameleon._ Sable fumed. _That idiot can't keep his damn mouth shut about anything._

Twisting out of the Black Cat's grasp, Sable spat at her.

"Get ugly." She mocked. "You're just a child. You may talk big, but in reality you're too weak to do anything serious." The Silver Sable jutted her chin towards the table to instruments. "Go ahead and get to it if you're going to do anything. Right now you're just wasting my time."

The Black Cat stood there for a moment, regarding her prisoner.

"You're right you know." She shrugged and moved over to the table, dancing her fingers lightly over the tools. "I am just wasting time. I should get down to business" The Black Cat pushed on the table and knocked it to the ground, spilling her equipment on the ground. "But not with these. I have something infinitely more fun in mind."

She turned back to her prisoner and held her hand before her, flexing her fingers. Five razor sharp claws sprung from her gloves and shined in the dim light of the room. The Black Cat took a step forward.

"Last chance here Sable." Another step. "I promise I'll let you go, if you just tell me what I need to know."

The Silver Sable remained silent, watching the claws advance toward her.

"What's the matter?" The Black Cat asked, now standing right in front of the Silver Sable. "Cat got your tongue?"

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He showed up sooner than she expected. Spider-Man landed gracefully on the ledge of her building and crouched before her.

"You rang?" He asked. His was voice full of that certain smug quality it always possessed.

"As a matter of fact, I did." The Black Cat stood up from where she was sitting cross legged and
stretched her back luxuriously, motioning for the hero to follow her.

She led him towards the hatch and down into her safe house. Felicia waited until he had closed the door behind them before finally switching the light on.

"Felicia…” Spider-Man breathed. "What have you done?"

"Just a little research," Felicia crossed over to the chair and began untying the Silver Sable. "I got what I need to know, but I need your help here, Spider."

"No way, count me out." He motioned toward the unconscious woman, now slumped in her chair. "I'm not okay with this."

"I'm not asking you to be. I just need you to take her off my hands."

Spider-Man moved forward and examined the Silver Sable, pressing his fingers into her neck and checking her pulse.

"What do you expect me to do with her?" He asked.

"Whatever it is you good guys do with the bad guys." She answered. "If you leave her here, I'll kill her."

Felicia grabbed Sable by her arms and pulled her from the chair, resting the woman on the floor. Pulling out a set of cords, Felicia began to bind the assassin's hands behind her back. Spider-Man knelt next to her and grabbed her hand softly. It was only then that Felicia realized that her hands had been shaking furiously, making it nearly impossible to tie properly.

"I don't think that's true, Felicia," He said calmly. "You're not a killer."

"What the hell do you know about me?" Felicia finished binding Silver Sable and stood straight. "It isn't fair, you know? You getting to know who I am, but I'm left in the dark here." She gestured towards his mask.

"This isn't about what's fair, and you're changing the subject." He stepped closer to her and traced the cut along her face with a finger. "This isn't you. Torture, kidnapping, and murder, you're not cut out for this."

She slapped his hand away.

"I've heard it before, Spider, and I didn't believe it then either." She growled. "Just take this," She pulled a slip of paper from her pocket and handed it to him. "There's a law firm there being operated by a criminal known as The Chameleon. If you hurry, he should still be there.” She pointed toward the Silver Sable next. “Deal with her before I get back.”

"Where are you going?" Spider-Man examined the address on the paper.

Felicia moved over to the work bench and started sliding knives and other equipment into her belt. When she was finished she grabbed a folder marked "Kingpin" and thrust it towards him.

"To finish this, if I don't make it…” She looked into his lenses, they were completely unreadable. "Just make sure this gets into the right hands."

"Let me come with you."

"No, this is my fight. You've done enough." While there was still a chance, she leaned up and
kissed the fabric covering his cheek. "Thank you."

"Don't thank me yet." He turned away from her and scooped up Sable. "We're going to talk about what happened here later."

"Whatever you say." Felicia rolled her eyes set her goggles back onto her face.

*Like I'm going to let that happen.*

With a final salute, the Black Cat climbed back up through the hatch and disappeared into the night.

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**Part VI of The Claws of Redemption**

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The wind was once again howling in Felicia's ears. It whipped around her, tugging at her hair and threatening to rip her from her perch and throw her to the ground below. She gritted her teeth and pushed another hand forward. She dug her claws into the stony surface of the building and hauled herself up another few feet.

*Just be thankful that this building isn't made entirely of glass. Suction cups are so unreliable.*

She readjusted her footing and reached up again to repeat the climbing process. Felicia was currently over a hundred feet in the air, climbing towards the top floor of another skyscraper. If her information was correct, that was where she would find what she was looking for.

Felicia wasn't afraid of heights, but looking down from this her perch was still a bad idea. After years of running across the rooftops of the city, she was used to being in precarious situations. However, there was something about this slow methodical climbing that was really starting to stress her out.

*How does Spider-Man do this all the time? This is exhausting.*

A heavy sigh of relief was expelled when she finally reached her destination. There was a wide balcony attached to the top floor, jutting out over the street like the branch of a tree. She carefully peeked her eyes over the railing and spotted two armed guards standing before a set of double doors.

Felicia weighed her options. She could leap up and rush the guards. She could probably take them both out before they could raise their weapons, but that was more of a gamble than she was willing take. Eventually, she decided her best course of action was to find a different entrance entirely. Felicia slinked along underneath the lip of the balcony and scampered up the wall, sticking to the shadows.

She found her way inside by way of an air-conditioning unit on the roof. The grate came off easily enough and she activated the night vision of her goggles, peering down into the small black space. Felicia wasn't too afraid of heights, but small enclosed spaces gave her a few seconds pause.

*This is going to suck.*
There were many things Joseph Hammer hated about his job, but this had to be his absolute least favorite: being the bearer of bad news. The cause for this unsavory feeling was due to the fact that he could be killed instantly and without probable reason. That was just one of the many risks an employee undertook when they joined the ranks of the infamous Kingpin of Crime.

Hammer shifted uncomfortably, taking off his glasses and cleaning them on his suit jacket for about the thousandth time.

*It's not my fault. It isn't. We just lost communication with Sable. That's not a big deal. She probably just shut off her communicator. Everything is going to be fine.*

The elevator *dinged* and Hammer jumped about half a foot in the air. It was time to face the music. He checked his tie a final time in the polished interior of the elevator, making sure that everything was in order before stepping out. The sound of his shoes on the glossy floor was the only sound in the hallway, as he walked briskly towards a large set of heavy, wooden doors.

Pushing one open hesitantly, Hammer stuck his head inside and coughed once.

"Uh, Mister Kingpin sir." He swallowed hard. "I have some… bad news."

Wilson Fisk turned his massive head and looked at his subordinate. He frowned and stepped away from the window, from where he had been watching the rest of the city sleep.

"Care to elaborate." Fisk advanced on Hammer, slamming the butt of his crystal-topped cane into the carpet as he went.

"We uh…" Hammer stepped fully into the room, not closing the door fully in case he needed to make a quick escape. "We lost communication with Silver Sable, sir. There had just been a confirmed sighting by the Chameleon and she went to investigate."

"Did you try raising the Chameleon?" Fisk stopped right in front of the other man, easily three heads taller than Hammer.

"Yes sir, everything was silent on his end as well." Hammer explained into the broad chest. "We checked the police scanners and ERU frequencies as well, so she hasn't been taken into custody. They’ve just gone… dark."

"Send out Speed Demon and see if he can track her down." A sharp *beep* rang out and Fisk examined a device strapped to his swollen wrist. "It appears we have a visitor..." The mountain man paused. "Well this is interesting, extremely interesting. You may leave, Hammerhead."

Hammer visibly stiffed, causing his glasses to slide an inch down his nose. This did not go unnoticed by Wilson Fisk.

"Is something wrong?"

"No sir. It's- it's just that." Hammer swallowed loudly. For a second he considered lying, but then remembered what happened to the last guy who lied to the big man. "I don't like the name Hammerhead."

Fisk bent over, bringing his own face down close to Hammer's. He slowly moved his arm up and flicked Hammer's forehead with a finger, causing the man to stagger backwards. A low hum filled the room as the finger impacted with the skull.
Hammer's forehead was actually a vibranium plate. Incredibly expensive and even more durable, vibranium was one of the rarest minerals on the planet. The process of binding it to Hammer's body had been a long and painful one that had resulted in making his skull nearly impenetrable. The downside was now his forehead protruded quite alarmingly out from his face, giving him a more of a Cro-Magnon appearance.

"Your name is Hammerhead. Get used to it." Fisk straightened up and pointed toward the door. "Leave."

As Hammerhead scurried out, Wilson Fisk moved back over to his desk. He unbuttoned his tailored sports coat and sat in his specialty-made chair, which accounted for his massive weight with. He folded his hands on the surface of the desk and waited.

Felicia waited until the man named Hammerhead had exited the room before shifting into position over the grate. A simple kick was all it would take to give her access to the office below and all bring her face to face with the Kingpin.

*My dad's files said he was a big dude, but this is just ridiculous.*

She watched as Fisk walked out of her line of view, most likely going back to his desk. Now was time to act, before anyone else showed up to talk to their boss. Felicia curled up her leg to her chest and shot it downward. The blow struck the corner of the grate and bent the whole thing away from its casing, detaching it from the ceiling.

The hunk of metal crashed to the floor with the Black Cat not far behind it. She landed on all fours, snapping her head up to see the Kingpin smiling at her graciously.

"My, my," He spoke in deep, rumbling tones. "Little Felicia Hardy, how you have grown."

The Black Cat sighed inwardly.

*Literally EVERYONE knows my name*...

"I've put up with enough bullshit," The Black Cat rose and marched towards him. "Your assassin, the Silver Sable, is alive and probably already behind bars." She stepped up onto the desk and glared down at the man. "What I want to know is why she was sent after me in the first place. What's this 'Job' that I didn't complete?"

Wilson Fisk lounged back in his chair, causing the furniture to creak painfully in response.

"I'm impressed with you, Felicia, the Silver Sable hasn't failed an assignment before. You are remarkable." He stood up and snatched his cane once again, walking towards the large windows. "The 'Job', my child, was you." He stopped moving and pointed the end of his cane at her, jabbing at the air.

"What the hell are you talking about?"

"Your father Walter Hardy, also known as The Cat, worked for me for many years, so did Lydia."

"That's not true."

"Oh really, what makes you say that?"
"My mother wasn't a criminal."

The Kingpin laughed, his massive chest expanding with one-sided mirth.

"Your mother," He chuckled. "Was one of the best cat-burglars in the business, better even than your father." Another smile split his face. "Which is why it only made sense that we made them have a child."

"No." The Black Cat stood her ground.

"I'm afraid so my dear. Your parents were supposed to give you to me for… training, if you will. However, those fools didn't have the spine for it." He began pacing back and forth, apparently having rehearsed this speech before. "You should have heard them, whining and begging to keep you for themselves, their precious daughter, who they didn't want to be associated with crime, let alone the Kingpin of Crime. They tried to run, you know? They didn't get very far."

Felicia was silent, processing, thinking back to her childhood.

*Could it be true?*

"I gave your parents a choice," He continued. "They could hand you over to me, or they could die. Needless to say, while your parents were great burglars, they lacked true common sense. Lydia fought bravely while your father ran and hid. I still remember…” The Kingpin trailed off as he held up his hands and mimed crushing something forcefully. “It was a shame really; your parents were my best. With Walter hiding with you, and Lydia dead, I found myself steadily losing a valuable source of income."

Her fists clenched, Felicia could feel rage building. Not only was Fisk insulting her father’s honor, but he was flat-out claiming to have killed her mother.

"You can imagine my anger," He continued. “When almost a decade later your father starts parading around the city with you at his side." Fisk held out his hands, as if offering Felicia a gift. "Don't you see? Your father was a selfish man. He took you away for his own purpose. He made you what you are. But now," The behemoth of a man moved back towards her. "Now, you've returned. You're home."

Felicia was silent for a moment longer. It all fit together, everything his father had ever said about her mother and himself: it all fit together too perfectly, making her head spin. She didn't know what to believe honestly. All she knew was that this man in front of her was evil and solely responsible for killing her mother. That was all it took.

"I'm not your child, so stop calling me that." She spat. "You're finished, Wilson Fisk. I'm going to end you."

The Kingpin sighed and walked back over to his desk.

"I was worried you would say that," He pressed a button set into the table's smooth surface and the only door leading to the office locked. "There's still a way back from this, you know. You could work for me, serve your purpose, live your father's legacy, and redeem your mother."

Perhaps the old Felicia Hardy would have considered the deal. The time shortly after her father had been arrested and she had been left alone, she probably would have jumped at the opportunity. But now Felicia wasn't alone, she had Peter, Gwen, Liz, and even Spider-Man. She didn't need Wilson Fisk.
"Sorry, fat-ass, but I'd rather die than work with you."

"So be it." The Kingpin swung his cane like a baseball bat, faster than one might expect a man of his size to move. She avoided the swipe by somersaulting over his head and landing on the floor behind him. Twirling around, she brought her leg up as high as she could and tried to kick him in the head. However, the blow barely reached his shoulder.

As soon as her shin made impact with his body, a scream of pain tore itself from her lips. It felt like she had just kicked a solid wall... made out of diamonds. She fell backwards, instinctually covering her shin with both hands in an attempt to smother the pain.

The Kingpin chuckled again and calmly reached down, grabbing the Black Cat around the neck. "I'd like to clarify you're earlier 'fat-ass' comment." He sneered as he hoisted her into the air. "If I had really done your research, you'd know that I'm one hundred percent muscle!" He threw her away from him, towards the tall windows.

Felicia slammed into the glass, causing a flurry of web-like cracks to splinter from her point of impact. The glass had to be laminated, or else she would have ended up a pancake on the street below.

Fisk advanced towards her, his cane stamping into the floor as he went. The Black Cat pushed herself to her feet, using the cracking glass for balance. Her vision was blurry and it looked like three of the massive man were bearing down on her.

He's too strong. Play to your strengths, Hardy.

Her hand flew to her belt and she whipped a throwing knife in his direction. Fisk waved his cane and swatted it out of the air like it was a mosquito. He was getting closer now. Felicia bounced lightly on her feet, bringing her fists up in a classic fighter's stance.

He was bigger and stronger than her, but she was fast and light on her feet. It was possible that she could out maneuver him. He was now within striking distance. Felicia ducked a stab from his cane that bashed against the fractured window. She responded by shooting her own hand out and striking him in the stomach, yielding results very similar to her first attempt to harm him.

Felicia cradled her throbbing hand and tried to dash out away from him, but it was too late now. The Kingpin seemed to fill all the available space in the room, leaving her no escape. He grabbed her again around the neck and pressed her up against the glass.

"Such a shame." He muttered as he held her aloft.

She kicked at him, her feet impacting on his chest while her claws scratched at his hands. The blades on her fingertips left long gouges in his skin but he paid no attention to his wounds. He looked into her eyes and grinned his signature, sickening smile.

"I win, Hardy."

Felicia was growing frantic now, scrambling to break free. A black tunnel was forming around her vision.

Sorry, Spider. I guess you were right. I am not cut out for this.
She would never see him again.

"If I'm being honest I missed you," She said sweetly, leaning forward and brushing her lips against the fabric covering his cheek. "Being with you makes everything feel…"

"Brighter!" Felicia choked out. She clawed at her own arm, pressing a button on the sleeve of her suit.

The lenses of her goggles flashed brightly and the Kingpin's unprotected retinas burned. He roared in pain and released her suddenly. After slumping to the ground, Felicia allowed herself a quick, yet greedy, breath of air, before diving forwards. She slid between his legs and rolled onto her back. Now behind him, she dug her claws into the carpet for support and kicked both of her legs with all her might.

Her feet connected with his back, a hard target to miss, and the Kingpin stumbled forward into the window. The grass continued to crack, filling the air with a sharp snapping sound. Felicia sprung to her feet and shoved at the man again, pushing him harder against the window.

"No!" Felicia shouted and shoved the Kingpin a final time. The glass gave way and the massive man tumbled from the office and disappeared from sight, roaring all the way down to the pavement.

"I win."

The guard punched in a code into a keypad next to door, this was followed by a loud beep and hisses as the pneumatic locks were disengaged.

"I'll be right outside the door, you have-"

"Ten minutes. I got it." She brushed past the officer and into the cell. "Thanks."

The door shut behind her.

"Hey, Felicia."

"Hey, dad."

She stepped into the center of the room and into the light of the single, florescent bulb. Walter Hardy gasped.

"Christ, girl, what happened to you?" He would have embraced her had it not been for the shackles.

"I've been… busy."

"I have a lot of questions."

"Not as many as me." Her voice was firm, even though tears were forming in her eyes. "You were wrong about the Chameleon. You may have owed him money, but he didn't try to kill us. It was the Kingpin."

He took in a sharp breath of air.

"Don't worry," She reassured him. "He's dead. Wilson Fisk took the express elevator down a
hundred floors and landed on a street vendor. Poor thing never had a chance… the food cart, I mean."

He bowed his head, staring at her shoes.

"What did he tell you?"

"Everything." She was about to press forward with her questions when she heard a strange noise. It was a sob. Her father was crying. "Dad?"

"I'm sorry, Felicia. I'm so sorry."

"No," She took a step forward. "It’s… fine. I'm fine."

"I lied to you, about everything." He shook with tears. Walter Hardy hadn't cried in many years. "Your mother and I… she loved you Felicia. She loved you so much. As did I, as I still do."

"I know, dad," Her tears were flowing now too. "I know."

"I made a deal with myself," He tried to regain control of himself. "I told her- I would keep you alive. I would make sure that you were always safe, from everything. I failed her. I dragged you into this world and now you're a part of it forever."

"That's where you're wrong." She wiped at her eyes, stemming the flow. "I'm leaving, Dad. I'm heading south for a while. I won't say where and I don't know how long." There was a pause. "I'm not cut out for this, always running and hiding. I'm done with this world, forever."

He looked up with her and risked breaking down again.

"I wish that was possible, Felicia, but it isn't. This is literally in your blood."

"Then I'll fix that." She stated matter-of-factly. "The Hardy name has gotten a bad reputation. I think I can fix that."

"What are you going to do?" He allowed himself a small laugh. "Become some kind of hero?"

"Oh god no." She smiled at her father. "This isn't about that, this is about… redemption."

He stood up and looked the grown woman in the eye.

"Then I wish you luck." He coughed into his hand. "When will I see you again?"

"I don't know, as soon as I think I'm ready."

He hung his head in shame.

"You must hate me; for what I intended to do with you; for the secrets I kept."

She backed towards the door and knocked once.

"You're my only family left. I love you Dad," The door opened and she turned from him. "But that doesn't mean I have to forgive you."

They were waiting outside for her, Peter and Gwen, her friends. Felicia jogged down the steps of
the police station and joined them by the street. It was warm outside today and Peter wore a T-shirt while Gwen sported a pair of shorts. Felicia didn't have the luxury of dressing lightly however. She was forced to cover up her various cuts and bruises to avoid suspicion.

"How did it go?" Peter asked, leading the way down the sidewalk.

"It was okay I guess," Felicia had stopped at the restroom to make sure there was no red tinge to her eyes. "I think things are going to get better for me from now on."

"I certainly hope so," Gwen interjected; sliding up on Felicia's other side. "You've been through hell lately." The blonde girl indicated the slash on Felicia's face.

The former cat burglar gingerly touched her new scar and thought about how someone else's finger had traced it before. She had been forced to lie to her friends again, something stupid about slipping in the shower.

"I kind of like it," Felicia explained. "Makes me look like a badass."

"Oh totally," Peter snorted. "Since you were such a real wimp before."

The trio made their way down the street and ducked into a corner diner to get out of the heat.

"So you're serious about leaving?" Gwen slid into a booth after Peter. "I mean, I kind of liked having another girl around the apartment."

"Yeah, I'm afraid it's time for this little bird to fly the nest." Felicia laughed.

"Well you better stay in touch." Peter scolded. "It's been nice having you around."

"Yeah it's been… fun."

*I owe you one, Peter Parker.*

Felicia made an excuse and left to find the restroom. After splashing her face in the sink, she looked up into the mirror and examined herself.

Her dark hair was longer now and the fringe of hair was covering her ears. The angry red scar stretched down across her cheek, like a streak of paint on an otherwise blank canvas. At least the eyes were the same, still a cold blue. She thought back to what Peter had said and smiled.

*Don’t tug too hard on that string, Hardy. The love of his life is sitting out in that booth with him right now.*

She dried her hands with a paper towel and left the bathroom. Felicia Hardy weaved through the tables, making her way back to her friends.

In what she had thought were her final moments, she hadn't thought of her father, or mother, or even Peter Parker. She had thought of someone else. Someone who had saved her life numerous times. Someone whose name she didn't even know. Peter Parker was taken and she was fine with that.

*Besides, She thought, smiling to herself and looking out the window, into the open sky. There are plenty of spiders in the sea…I mean, fish in the sea…*

*Dammit.*
END OF THE CLAWS OF REDEMPTION
There were a lot of moments in Peter's life that he would consider his favorite, for example, his tenth birthday when Uncle Ben took him to the cinema or his first day soaring above the streets of the streets on bio-cables, but moments like these where he woke up with a certain blonde in his arms, had to take the cake.

He took a moment to examine his girlfriend. Her hair was messy, mouth slightly agape, and what was unmistakably drool was staining the pillowcase under her head. However, Peter had never been so happy in his.

He didn't want to disturb her but a quick glance at his alarm clock proved her was already running late. Sliding his arm out from under her head, Peter shuffled out of her embrace and started pulling clothes out of his drawers.

"Ugh I hate Mondays." A raspy voice sighed behind him.

"When I become president," Peter smirked over his shoulder. "I'll be sure to get rid of them."

A soft laugh was her response.

"I think you'd be a good president," Gwen smiled into the pillow. "I'd pay good money to see you in a suit."

"Yeah maybe one day," Peter crossed the room and pressed a kiss onto her forehead. "Are you going into the lab today?"

"Yup, Doc Connors wants me to come first thing after class. Apparently, I'm the only intern he can trust to not blow up the place when he isn't looking." Gwen answered, yawning and stretching under the sheets

"Alright, I'll try to swing by after work." He finished buttoning up his shirt and turned for the door.

"Don't work too hard okay." Gwen called after him.

"I never do!" Peter responded as he grabbed his bag before disappearing out the door.
Four blocks and one train ride later, Peter jogged lightly up the steps leading to Horizon Labs. He flashed his badge and pulled the front door open to step inside.

"Hey, Parker." Carl, the security guard, waved from behind his desk.

"What's the good news, Carl?" Peter slid past him, his messenger bag slapping against his legs.

"Had a quiet weekend, looking forward to a good week. How about you?"

"Every week is good here." Peter gestured around the voyeur, unable to contain his smile. "Did Mr. Modell come by already?"

"Yeah, I'd say about ten minutes ago. He should already be in his office." Carl gestured vaguely with his hand.

"Alright, take it easy, man." With a final salute, Peter ducked down the hallway. After hiking up a set of stairs and weaving down several more corridors, he reached his office. His heart swelled as he admired the nameplate next to his door.

Peter Parker – Mechanical Engineering… Awesome.

Dumping his bag onto the floor, Peter slid into his desk chair and quickly pulled his keyboard to him. Modell, his boss, had sent him feedback on schematics of a new type of prosthetic limb Peter had developed. He needed to refine his design and have a resubmission by the end of the day.

Shortly after lunch, however, there was a knock at his door.

"Yo, Pete," Eddie Brock, a fellow co-worker, leaned into Peter's office. "Debra needs you to come help her in the workroom."

"Dammit, can't she do it herself? I'm drowning in work here, Ed." Peter was caught mid-keystroke.

"Sorry man," Eddie laughed and pushed his glasses further up his nose. "It's a curse being the only guy in the building who has the ability to lift more than twenty pounds." Peter stood up and stretched his back, he hadn’t moved from his chair since arriving, then followed Eddie down the hall.

"How could I forget, I’m working in a building full of nerds."

"Hey, you’re one of us now, pal. You’ll lose that youthful spirit soon enough."

They stepped into an elevator and Eddie jammed a finger into a button sending them down to the basement.

"So how is the goo doing?" Peter asked.

"Ah you know the usual, lying around, being lame. I think I'll blow my brains out if it doesn't do anything cool soon." Eddie was part of the Research and Development team. Last year, the space mission led by Jonah Jameson Jr. returned to earth with a mysterious black substance, collected from a small meteor caught in Earth’s orbit. After being shipped to Horizon Labs for study, the goo had proved to be made up of unknown compounds. The initial excitement had started to die down after goo refused to respond to any experiments.

"Well you're always welcome to come help me out. Mr. Modell has brutalized my last few designs. I’ll be filling out new request forms till the next solstice."
"Your designs aren’t bad, we just can’t let you get too big a head. You’re the best paper pusher around, Pete. Would hate for you to move up and leave us." Eddie slapped his friend on the back and the elevator doors slid open again to reveal the wide floor of the workroom. The large space was occupied by several benches around the walls and a gigantic construction of metal and coils resting in the very center. Dancing around the metal heap was Debra Whitman, in the process of plugging various cords into seemingly random slots in the mound. She looked up when the pair entered.

"Oh thank god you're here, Peter. I could really use some muscle." She huffed, wiping sweat off her brow.

"What have you got there, Deb?"

"Debra," She corrected, straightening her lab coat. "And this, Peter, is the biggest project of my entire life."

"Well what is it?" Eddie asked, interested despite himself.

"I'm not telling," Debra sang. "but when I'm done with it, I'll be set up for a Noble Prize, no doubt about it." The excitement in her eyes was mildly off-putting, threatening to spill out in the form of tears. Peter and Eddie shared a mutual look. The type of look that said: "Where does she get the money for this bullshit?"

"Alright, what do you need me to do?" Peter asked, not in the mood for Debra's theatrics.

Letting lose a resigned sigh at her audience's indifference, Debra pointed to a collection of boxes stacked near where they stood.

"I need more space, be a dear and move those over there." She gestured with her hands.

"Aye aye, captain," Peter moved to work but paused when he saw Eddie slink back towards the elevator. "Whoa bro, you aren't going to pitch in?"

"Sorry, man," Eddie called, tossing a wave over his shoulder. "I got more important things to do. Catch you on the flippity flip."

_Gosh I'm surrounded by dorks._

Peter groaned and started shifting the boxes.

"So seriously, Deb," Peter hefted a box, balancing it on his shoulder. "You're going to keep us in the dark about your big experiment?"

Debra shot him a look that caused her glasses to flash under the florescent lights.

"Don't call me 'Deb' and yes, you'll find out along with everyone else." She spun around disappeared behind her contraption again, her lab coat flapping around her like a set of wings.

A lot of people have hobbies, collecting stamps, building tiny ships inside of bottles, doing those stupid puzzles with a million pieces. Norman Osborn was no normal person, however, and currently his favorite pastime was sitting at his desk, running searches for the identity of a certain, masked vigilante.
As it were, it had only taken a month after his meeting with Octavius to narrow it down to Peter Parker, his son's best friend. Norman spent some time doubting the results. Parker fit the description, tall, thin, and young. If one needed further evidence, his status as the only person to ever get a good photograph of Spider-Man was more than enough.

*It was a little too easy. No one can be this dumb. How is it possible that no one has suspected the boy before?*

All the facts were there, but yet Norman was hesitant to act on his findings.

*Poor puny Peter Parker was Spider-Man.*

A year after beginning his search, the business tycoon was leaning back in his desk chair, sipping on a glass of whisky. He had been in no hurry to eliminate his enemy, it was far better, in his mind, to lull Parker into a false sense of security. Things have been relatively quiet for the web-slinger after his showdown with Doctor Octopus and his band of merry abominations.

*If you want to kill a man… no, more than a man, a self-proclaimed hero, you must break him first.*

He leaned forward and pressed a button set into a console on his desk.

"Harry," he spoke into the intercom. "Will you come to my office for a moment?"

Across the hall, in his room, being swallowed by a bean bag, Harry Osborn looked away from his television and glared at the speaker on the wall.

*Old man, calling me like his damn servant, who the hell does he think he is?*

Harry clambered up and scratched his head, shuffling towards the door. After high school, Harry hadn't done much other than party, sleep, and generally just take up decreasing amounts space as he thinned out. This last act no doubt attributed to the medication her partook to pass the particularly boring time. It was almost like Harry Osborn was literally disappearing. Needless to say, his father was bursting at the seams with pride.

"You rang?" Harry drawled as he opened the door. Norman frowned as he examined his son, from the sweat pants to the messy hair and sunken eyes.

*This is not my legacy.*

"Come in, Harry. Have a seat," Norman indicated one of the chairs before his desk. Harry moved over to it, feeling - not for the first time - like he was visiting the school principal. "When's the last time you talked to your friend? The tall one, what was his name…"

"Peter," Harry interjected. "I haven't talked to him in a few weeks. He's been busy."

"Busy with what?"

Harry shrugged.

"I don't know, his job, school. Why do you care?"

"Just trying to find something that interests you, son. You and I need to reconnect."

It took an enormous effort from the younger man to stop himself from snorting.

"Well I could, like, invite them to dinner or something."
"Them?"

"Peter and his girlfriend, Gwen. We all went to high school together, they're practically married now."

"You don't say," Norman face twisted into a smile that would have sent anyone running for their mother. Luckily for Harry, he had been raised by this man and had since grown immune. There was also the fact that his mother was dead. "Well you'll have to extend an invitation then."

"Okay," there was a moment of silence. "Is that all?"

"For now, you may go and… do whatever it is you do these days." Norman reclined back in his chair again, looking for the entire world like he had just eaten a particularly delicious meal.

Wordlessly, Harry stood up and stalked out. When the door shut behind him, Norman smiled again.

*Maybe Harry's not as useless as I thought he was.*

Since moving out of his childhood home, Peter was disappointed to find that he often didn't have the time to visit his old Aunt May. Between work, college, and the occasional Spider-Man related incident, he was just too busy. That excuse, of course, didn't prevent the elderly woman from complaining every chance she got.

So consequently, when the weekend rolled around, Peter found himself soaring between skyscrapers heading back to his roots. Unfortunately, the classic "Parker-Luck" never takes a day of rest. A buzzing at his hip brought his attention down to the small radio concealed there. Spider-Man snagged a ledge with a well-aimed web and zipped up to it. He fumbled for a second with the hidden pocket, before slipping out the device and pressing the button.

*Heading south on Trader Boulevard towards the convention center, a suspect in a red…*

Spider-Man's head shot up from the radio and, sure enough, down on the street below a car swerved wildly between other vehicles, desperately trying to avoid the three police cruisers on its tail. Quickly pocketing his equipment, Spider-Man expertly pirouetted into the air, firing a bio-cable and swinging down closer to the ground.

*What's the hurry, speed racer?* He thought, a smile forming under his mask.

He dropped towards the earth, flipping to land with a hard *thud* on the hood of the car. The occupants of the car stared for a moment, frozen comically in shock. Spider-Man moved along the car to the driver's window, clinging to the side of the car and tapping on the window.

The driver seemed to be having a hard time deciding what to do, his head snapping to the road ahead then back to his new passenger at least a dozen times. Finally he reached over and lowered the window.

"License and registration?" Spider-Man asked, shouting over the wind.

"Uh." For the situation, that was actually a pretty coherent response for the criminal.

"Never mind." A fist connected with a skull and the driver slumped in his seat. The car veered hard
to the right, careening onto the sidewalk. A group of pedestrians saw the run-away auto approaching quickly and decided that the best course of action would be to stand there and scream. Luckily, for them the car was suddenly hoisted into the air, coming to a stop and hanging above the crowd in the strands of a hastily-spun web.

Spider-Man landed on the ground in a crouched position, praying that the bio-cables would hold the weight. When the car only bobbed in the wind, he relaxed and turned to find a dozen guns pointed at his face.

"You're welcome by the way." Spider-Man jabbed a thumb over his shoulder towards his latest conquest.

"Don't move, you're under arr-"

"Save your breath," Spider-Man interrupted the shouting officer and pointed his wrist towards the sky. "I've heard that spiel before."

He was almost gone when a voice caught his attention.

"Wait! Don't go!"

Spider-Man hesitated, watching as a police woman he had never seen before pushed her way through her co-workers to get to him. She came to a stop in front of him and stabbed her hand out in front of her.

"Captain Jean DeWolff."

"Um," He took her offered hand after a moment of hesitation. "Spider-Man?"

His introduction came out as more of a question than a statement. They shook once, the strength of her grip surprising the hero.

"Lower your weapons, that's an order," Captain DeWolff barked over her shoulder. The officers were reluctant to comply, but eventually did, standing awkwardly at a distance. DeWolff turned back to Spider-Man. "Not everyone sees you as a threat, Spider-Man; you've probably guessed that already."

"Yeah, so uh, you're the new Police Captain, huh?"

"Yes, I was promoted after Captain Stacy's death. I've been meaning to introduce myself to you for some time now, but you're a very elusive man"

Peter had to stop himself from cringing at the mention of the former Captain. He and Gwen rarely spoke of her father, deciding to leave the pain in the past.

"Speaking of which, aren't I being blamed for that?"

"Officially, but this conversation is off the books."

Spider-Man leaned past her too look at the rest of her team.

"Can they be trusted to keep this 'off the books'?" He air-quoted.

"If you're worried that I'll be reprimanded, then I'm flattered. But these men are loyal and they know that I need to speak with you."
"Well speak then, some of us have places to be." He motioned his hands, urging her on.

DeWolff closed her eyes and let out a long breath through her nose.

*God this guy is a smart-ass*

"I'm here to offer you a deal."

"I decline." Spider-Man began walking away.

"What?" DeWolff moved to follow him. "You don't even know what I'm going to propose."

"Doesn't matter, whatever your selling, I'm not buying." He stopped and faced her. "I do what I do because it's the right thing to do. I've been given a gift and I'm making the most of it. Why can't you people understand that?" He was gone before she could even open her mouth again and therefore didn't hear what she said next.

"I do…"

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**Part II of This is Not My Desire**

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You would think that after being a super hero for a while, Peter would come up with a better way to change clothes. If not a better way, than at least one that was more dignified. The window to his old room was locked, so Peter found himself struggling into his jeans while attempting to crouch in the bushes behind his childhood home.

*I really hope this isn't poison ivy or something.*

After fastening the last button on his shirt, Peter stumbled out of the bush and straight into something hard, bowling the obstacle over. The thing gasped and grabbed onto him, dragging him to the ground along with it. Peter resisted the urge to lash out with a punch, taking a moment to examine his surroundings.

"Well hey there, Tiger."

"Uh, why are you in my backyard?" Peter asked, pushing himself up and kneeling next to Mary-Jane Watson. She made no move to get up, only lacing her fingers and resting her hands on her stomach. She looked perfectly at ease, as if she often lay in beds of dried leaves.

"Why are *you* in the bushes?" She responded. Her bright auburn was splayed out around her head, classing horribly with the grass.

"I… um there was a thing."

*Grace under pressure, that's my middle name. Peter Grace-under-pressure Parker.*

"A thing?"

"Yeah, I took care of it though." He bounced to his feet and offered her his hand. She took it and allowed herself to be pulled upright.
"Everything's always a mystery with you huh?" She dusted off the seat of her pants.

"No, I'm an open book," He reached up and brushed away some leaves caught in her hair. "You still haven't answered my question, you know."

"Why am I here?" MJ crossed her arms. "What, I can't hang out in my friend's backyard without a good reason? Here I was thinking this was a free country."

"Now look who's being mysterious."

MJ laughed and punched him lightly on the arm.

"I'm just screwing around, your Aunt May asked me to help her move some boxes. Apparently, you're too busy to help her."

"Boxes? What boxes?" Peter ignored her jab.

"Your room, Tiger. Apparently she's turning your old room into a home gym."

"Aw, are you serious?"

"Dead serious," They both turned at the new voice, May Parker stood on the back porch steps. She was thin, but bright-faced and sharp. The only sign of her age and the fatigue brought on by her treatments was the cane she now clutched in her hand. "You've moved on without me, it's about time I did the same." She smiled and held her arms out for a hug.

Peter embraced the woman who raised him.

"I haven't 'moved on' Aunt May, I's just… been busy."

"So I've heard," She grasped him by the arms and held him at arms-length. "Let me get a look at you, goodness me you're so tall."

"It's been a while hasn't it." Peter felt a weight settle in his chest.

"Oh don't you worry, I'm perfectly capable of taking care of myself. In fact," She poked him on the nose. "I have good news." Aunt May took hold of Peter's hand and reached out with her other for MJ, who hopped up and took it.

"Um…" Peter looked at the new arrangement. They formed a half circle, the elderly woman holding the two young adults at either side of her.

"I visited my doctor the other day and he said that I'm doing well." She looked at both of them, her eyes shining.

"How well?" MJ asked.

"Like… like remission well?" Peter prodded.

Aunt May nodded, tears starting to fall.

"I was going to call you, but I thought you'd like to hear it in person."

The next thirty or so minutes was full of tears, kisses, and lots of hugs. Peter analyzed this time and stored it away in his brain, another favorite moment to add to his list.
It was late into the afternoon, when Peter was able to reluctantly extricate himself away from his doting Aunt.

"Walk Mary-Jane home will you, Peter. It's not safe for her to be out alone." She chided, as the pair was heading towards the door.

"Alright, I'll come back in a bit and we can celebrate properly okay." He leaned back towards Aunt May and kissed her cheek.

"I'll get working on dinner then." She beamed at him. "And bring Gwendolyn too. I haven't seen her in ages and I know you both could use a good meal every once and a while."

"You got that right, and no problem."

"Bye, Mrs. Parker." MJ waved before both her and Peter disappeared out the door. They trotted down the front walk together. "You don't have to walk me. It's just next door."

"Well I am. Someone has to keep you safe." He shot her a wink.

"My hero," MJ laughed and put a hand to her chest, pretending to swoon. When they reached her house, Peter walked her all the way to the front door. MJ paused for a moment, chewing her lip. "I'm in a show." She said, faux casual.

"What?"

"I'm in a show. You know, like a play."

"What kind of play."

"A good one," She leaned against door frame. "You should come see it, you and Gwen. If you have time, that is."

"Yeah, that would be cool." Peter felt that guilty weight in his stomach again. He hadn't been to visit his Aunt or had the time to hang out with his friends recently. He needed to fix that. "And you can swing by our apartment anytime too, like for dinner or something!"

"I'd like that." She smiled. At that second, a loud and abrupt buzzing sound emanated from Peter's pocket, resulting in him freezing stiffly like a statue. MJ raised her eyebrows, waiting patiently. "Well?" she finally probed.

"Well what?"

"Are you going to answer it?" She gestured in his general area.

"Uh, later."

"Uhhhh, okay." She mocked him. "Well it's been fun, Pete."

"Yeah." Peter didn't move.

"What are you waiting for? A kiss?" MJ smirked

"Wh- What?" Peter stammered.

MJ threw back her head and shrieked with laughter.
"God, you are so easy." In one quick motion she opened the door and slipped inside. "Goodbye, Tiger." She closed the door with a solid click.

Peter stood there for a moment, then shook his head.

*Doesn’t matter how old you get, people are still going to pick on you. Maybe I’m just an easy target?*

He turned on his heel and marched down the sidewalk, pulling out his radio and pressing the small button on its side.

In every long-term relationship, there is a division of duties. If the bathroom needed painting, Gwen did it, If there was a spider that needed killing, Peter did it, however reluctantly, and if groceries needed to be bought, Gwen found herself meandering through the local market. It was better, for everyone, if she managed the money

She was forced to dodge to the side of the aisle as an overexcited teenager, piloting a shopping cart, whizzed by.

"Hey, watch it!" She shouted after him as he disappeared.

"Some people have no manners huh?"

Gwen smiled, turning around to find Harry Osborn leaning against a nearby self.

"Oh my god, Harry?" She hugged him quickly. "What are you doing here?"

"Shopping, duh." Harry indicated the basket held in the crook of his arm. Gwen counted three bottles of wine and absolutely nothing remotely healthy.

"Well, I know that." She rolled her eyes. "I meant in this part of town, I didn't think you ever strayed from that castle of yours."

"Every once and a while I like to come out and visit the peasants." He winked. "So, Gwenny, how've you been?"

"Good, we've been really good, but you would already know that if you actually called sometime."

"You wound me."

"That was my intention." They started walking together towards the front of the store. "But seriously Harry, you're coming over tonight for dinner and I'm not taking no for an answer. Peter's really missed you."

"I'd love to drop by, but I can't tonight, I've already made plans." He gestured to his basket. At Gwen's pout, Harry chuckled. "I actually want invite you guys to my place, what are you doing tomorrow night?"

Gwen thought for a second.

"Well both Peter and I work until about 5, is it okay if we come by after then?"

"That would be perfect."
They reached the register and Gwen started unloading her purchases.

"So is this going to be a black tie event?"

"Hardly, it'll probably just be us three and maybe my dad."

"Ooh, an audience with Mr. Osborn himself, I'm flattered."

Harry snorted.

"Don't be." The clerk helping Gwen rang up her items and as she was starting to dig through her purse when Harry lunged forward, credit card outstretched in his hand. "Allow me."

"Oh no, Harry. These are my groceries, I got this."

"Nonsense, call it charity." He winked again and swiped his card. Gwen opened her mouth to argue, but the receipt was already printing.

"You shouldn't have done that. Peter wouldn't have let you."

"Well what Peter doesn't know," Harry started purchasing his own items. "doesn't hurt him. I'll see you tomorrow night." He picked up her bags and pushed them into her arms, nudging her in the direction of the door.

"Okay, uh see you later." Gwen bit her lip and looked back at Harry. He was whistling and drumming a furious beat on the counter. She sighed and stepped out into the street.

It was the beginning of autumn; the leaves were starting to change, and the air was starting to chill. Gwen shivered in her sweater, wishing she had grabbed a coat before heading out earlier.

*Harry seems a little... heightened. I hope he's on drugs or something*

She walked for a couple of blocks to the bus stop, where she waited on the cold bench. Digging her music player from her purse, she popped in her ear buds and blocked out the rest of the world. As a result, it was a while before she noticed that everyone around her had stopped walking and was now pointing and gazing up in the sky.

Gwen looked up and caught a glimpse of a red and black blur. Her eyes widened and she froze. It was suddenly very hard to breathe and the music that was once blaring in her ears sounded very far off.

It was *him*.

She got up and grabbed her bags, the paper crackling angrily, before striding purposefully away from the bench. Sitting on the bench for another five minutes, then riding the bus for another twenty was no longer appealing. Gwen needed to walk and distract herself from the dark thoughts swirling in her head.

When she got back to her apartment, Peter was already there and waiting for her. He swooped down on her and kissed her quickly.

"Ello love," He smiled, his voice accented poorly. "I missed you."
Gwen laughed, thrusting her bags into his chest.

"Well prove it and put these away for me then."

"You got it." Peter spun away from her and danced into the kitchen. Gwen shook her head and made her way to the living area. She plopped down on the futon and reached down, tugging off her boots.

"You seem like you're in a good mood," She called. "So you had a good time visiting your aunt?"

"I had a great time and I have even greater news!" He reappeared, a wide grin splitting his face.

"Well go on," Gwen motioned with her hand. "spill the goods."

"My Aunt May, is in remission." Peter beamed as Gwen slapped her hand over her mouth. "She totally surprised me."

"Peter that's wonderful!" Gwen rushed Peter and leapt into him. His arms came to her waist and she hugged his neck, spinning her around.

"I know right, that's why we," He pecked her again on the lips. "are going to celebrate."

Gwen smirked, her eyes half lidded.

"That sounds good to me." She buried her hands in his shaggy hair and brought her lips to his for the third and deepest kiss.

"Later," He gasped, pulling back. "definitely later, but until then, you are going with me back to my Aunt's for dinner."

Gwen pouted.

"What time do we have to be there?" She asked.

"Like seven."

"Oh, I see." She grabbed him by the shoulders and pushed him down onto the futon. Standing above him, with her hands on her hips, she smiled wickedly. "Then we'll have to be fast."

A healthy amount of time later, the young couple was snuggled up on the uncomfortable seats of a city bus, on their way back to Aunt May's house. Gwen sighed, watching the city lights drift lazily through the misty window.

"What's up?" Peter asked.

"Nothing, I'm just… happy." She looked up at him. "I'm really happy with you."

"Well that's good, cause you're stuck with me." He said and she laughed. They were silent for a while, both musing happily. Eventually, Peter decided to break the tranquility. "So uh, the Bugle called me the other day, while you were in class."

Gwen stiffened in his arms.

"And what did they want?"

"Well... just the usual. I mean, they offered me twice as much as the last time."
"And what did you say?"

"I told them," Peter was starting to regret starting this conversation. "I told them… I would think about it."

"No."

"Look, I know how you feel about-"

"No, Peter." She was more forceful this time, straightening in her chair. "You're not going anywhere near that… that thing again."

"We could use the money."

"We don't need it that bad. We're doing okay now. I don't want you to…"

"Just forget it, I'll tell the Daily Bugle that I'm done." Peter sighed. "I don't want you to be upset."

"I'm not, it's just that's a dangerous job and I don't want anymore men in my life to have dangerous jobs." Peter didn't respond, deciding the best thing for him to do was just hold his peace for a while. Gwen changed the subject quickly. "So I got us a hot dinner date for tomorrow night."

"Oh really, with who?"

"Harry Osborn and his father, I just randomly bumped into him today at the store."

"Are you serious?" Peter was surprised. "When it rains, it pours I guess. I haven't seen Harry in… man I don't even know."

"I think he misses you, it'll be good for you to see him again."

"Yeah," Peter shifted to get more comfortable on the plastic seat, content with life. "I think so too."

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**Part III of This is Not My Desire**

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Peter Parker was not happy.

"I thought Harry told you that this wasn't a black-tie event."

Gwen frowned at her boyfriend and reached up adjusting his tie.

"It's not. Men typically wear tuxedos and such for black-tie events. This is just… over-causal. It's better to be over-dressed, than under-dressed." She licked her hand and brushed at Peter's hair, causing him to squirm. "Stop moving around, you'll wrinkle your suit."

"Stop fussing over me," H lightly batted her hand away, "you are not my mother."

"And you are not my child." Gwen turned away from him and positioned herself at his side, staring at the elevator doors. She huffed, smoothing down her dress and patting at her hair "The wind outside was awful toady. How do I look?"
"You look so cute," Peter snaked his arm around her waist and pulled her thin frame to him. "That
beanie-babies have stuffed animals of you."

"That's probably the worst pick-up line that I've ever, of all time."

"Then why is it working." Peter nipped gently at her ear lobe, causing her earrings to jingle softly
and Gwen to let out a small squeak. He chuckled darkly, tightening his grip on her.

"Mess up my hair, and I will kill you."

"I'll take my chances."

Gwen looked up at the small screen on the wall, which was currently displaying the number
twelve.

"10 floors left." She stated, turning to face Peter

"Then there's no time to waste."

When the elevator doors finally opened, not a stitch of clothing was out of place. However, Gwen's
cheeks were flushed red and Peter's hair was mucked-up beyond all reason, giving the impression
that they had just run a particularly long marathon.

Harry Osborn was there to greet them, arms out-stretched to embrace the couple.

"Well look what the cat dragged in, how the hell are you doing?" He latched himself onto his
friends, squeezing as hard as possible.

"Harry Osborn," Peter grabbed onto his old friend tightly. "You look… pretty much exactly the
same." He laughed. "It's really good to see you, man."

"Ditto," Harry slid himself between them and threw an arm around each of their necks. "We have
a lot of catching up to do, but before we get down to it, the old man wants to meet my two and only
friends."

"The great Norman Osborn?" Gwen questioned, smiling widely, then growing suddenly
apprehensive. "Oh, Harry what if he doesn't like us?" The prospect of meeting one of the most
influential scientific minds of the century was more than a little stressing.

"In all honesty, he probably won't, but I couldn't care less." The young heir guided his friends
down the large entry hall and into an equally large dining room.

At one end of the enormous table sat none other than Norman Osborn. He was dressed in an
incredibly expensive and startlingly dark suit, lounging in his chair like it was some ornate
medieval throne. Upon seeing his son and his guests, Osborn rose from his seat and gave a smile
that Gwen had frequently seen on TV dramas featuring morally-dubious mobsters.

"Peter Parker," He said completely ignoring the Harry and Gwen. "It's about time you joined us for
dinner once again. I've been waiting for this for a long time." Norman extended his hand to the
young man.

"It's really good to see you again, Mr. Osborn." Peter took his offered hand and shook it firmly
twice. "I'd like to introduce you to my girlfriend, Gwen Stacy." Peter set his hand on the small of
Gwen's back and gently nudged her toward the man.
"A pleasure," grinned Osborn as he scooped up Gwen's tiny hand and pressed it quickly to his lips before releasing her. "If you would please take a seat," He gestured towards the table. "I'll have Bernard start bringing out dinner."

As Osborn stalked away towards the kitchen, Harry rolled his eyes up to the ceiling.

"He's such a creep," Harry, slumped into one of the chairs. "Puts on his 'Mr. Friendly' face whenever we're hosting someone, and then turns into a total dick when he thinks no one’s looking."

Peter and Gwen took their own seats.

"You really shouldn't talk about your father like that." She scolded, smoothing down her dress for the hundredth time since her and Peter had left the apartment. "Have you tried just talking to him about how you feel?"

Harry shot Peter a look and rolled his eyes again, crossing his arms and fighting down a smile.

"What?" Gwen questioned, seeing Harry's expression.

"Nothing, Gwen, I just forgot how much of a cupcake you were. 'Let's talk about our feelings, let's all be friends, let's make friendship bracelets." He mocked her.

"You… You don't like my bracelets?"

Harry leaned forward on his seat.

"Now, Gwenny, I didn't say that. It's just that dudes don't wear shit like that."

"But Peter wears his!" She protested and turned to look at Peter. "Show him." She commanded.

Peter mumbled something, suddenly very interested in the gleaming flatware in front of him.

"What was that?" Gwen prodded.

"I uh lost it." Peter admitted sheepishly.

"You… You lost it!"

"Well yeah, I mean… it just kind of… fell off." He tried to placate her.

"Yeah," Harry interjected, smirking. "It fell right off, into the garbage bin."

"You threw it away!" Gwen was horrified.

"I'm not having this conversation right now." Peter hissed, eyeing the door though which Norman Osborn could probably hear their argument. "This can wait until we're not about to eat dinner with a multi-millionaire."

"I cannot believe you." Gwen sank into her chair.

Norman Osborn returned a moment later with the butler, Bernard. Bernard struggled to keep up with the brisk pace of his master, pushing a tray of covered meals on a silver cart.

"I hope you like branzino." Norman stated, in reality not even remotely hoping such a thing.
"Who doesn't?" Peter responded quickly. After a second, he leaned into Gwen. "What the hell is branzino?"

"I have no earthly idea." She whispered back.

Osborn took his seat at the head of the table, to his right sat his son and on the left, sat the young couple. As they began to eat, a silence fell over the room. Only the clatter of forks and knives was heard. Peter suddenly became very aware of how loud he chewed, making him feel uncomfortable. In fact, the only person who seemed to not be tense was Norman Osborn.

"So," Gwen cleared her throat. "I noticed that you have a copy of 'The Sinking Man.'" She indicated an oil canvas on the wall that Peter had overlooked entirely. "It's a really beautiful piece."

Norman smiled, lacing his fingers together and resting them against his chin.

"Most impressive, Ms. Stacy, not many people can appreciate fine art such as 'The Sinking Man'. You must be quite the art enthusiast." His grin widened. "However, you are mistaken. This particular piece is the genuine article."

"That's not possible." Gwen resisted rising from her chair to investigate the artwork.

"Ah, I'm afraid it is. Harry’s mother, Emily, was always a fan of this particular, rare masterpiece. After some research, I was able to get some money into the right hands and thus this painting into my dining hall."

"That's incredible."

I guess money is power. She mused.

Throughout this whole exchange, Peter tried to look interested while Harry resisted straight up abandoning his meal and walking out. However, at the mention of his mother's name Harry squeezed his eyes shut, as if by not seeing it would be possible to not hear what was coming next.

"But alas, when Emily decided to 'opt out', I ended up unable to sell the damn thing back. So here it is."

"Opt out?" Gwen questioned without thinking.

"Drug overdose. The damn fool, you couldn't keep a syringe out of her hand if you tried. I found her one day in the parlor, covered in her own vomit, took old Bernard here week to get the stains out-"

"Shut up!" Harry jumped up, slamming his hands on the table and causing cutlery to rise a few inches into the air. "Don't you talk about my mother like that you, old asshole!"

Peter and Gwen were frozen, unsure which had startled them more: Norman's plain explanation about his wife's death, or Harry's sudden outburst. The father regarded his son coldly.

"Sit down, Harry." It was a simple request, but there was something else there, a sinister quality that dared you to defy his command.

"Go to hell, Norman." Harry turned from the table and marched away.

"Pardon me?" Norman asked the retreating young man.

"You heard what I said." With that, Harry pushed his way through the doors and disappeared.
And here I was thinking that things were awkward before. Peter thought.

There was silence for a moment. Gwen stared at the door and Peter turned to Norman.

"I'll just go and talk to him." Peter made to stand up, but Norman held up his hand.

"No, Peter it's really nothing." He said.

"Nothing?" Gwen stared at Norman. "You call that nothing?" She stood up then and followed after Harry. "If you'll excuse me..." She didn't wait for a response before the door swung closed behind her.

Now alone with Norman Osborn, Peter felt a shiver run up his spine that caused the hair on the back of his neck to stand up straight.

Spider-sense.

"Come on, Peter; let's give them both a chance to cool off. There's no reason to let this evening go to waste." Osborn stood up and motioned for Peter to follow him. For a moment, Peter considered refusing.

If there's danger, I need to be with Gwen.

"Mr. Parker," Osborn was standing near the painting of 'The Sinking Man'. He reached up and pressed a button hidden under the lip of the picture frame. A metallic hiss of sliding metal filled the room and a section of the wall retracted to reveal a staircase leading down out of sight. "If you'll follow me please."

"Harry! Harry, hold on." Gwen jogged after her friend. He didn't stop. Harry just continued walking down the hall and towards a set of balcony doors, which he flung open when he reached them. She followed him into the night, feeling the chilling air nip at her exposed arms and legs.

"Harry, are you okay?" She asked. He had come to a stop, resting his elbows on the stone railing and leaning on his arms. When he didn't answer, Gwen reached out and rubbed a hand on his back. "Talk to me Harry."

"It's just not fair." He finally stated, there was a croak in his voice.

"I know it isn't, Harry, but I know what you're feeling."

"How can you possibly know what I'm feeling?"

Gwen blinked, surprised at his quick rebuke.

"I've lost a parent too..." She reminded quietly.

"Oh, Gwen." Harry laughed harshly, at last turning to face her. "My mother died a few years after I was born. I don't remember shit about her."

"Then why did you explode back there?"

"Because it just isn't fair. That man in there talks about his wife like she was a burden, like he didn't care at all when she died." Harry took a step towards her. "And that's not a way any man..."
should talk about a woman."

"I see."

"Do you Gwen? Do you really?"

"Yeah I think-"

Then Harry kissed her.

The unlikely pair made their way down the staircase and into a room that only two people in the world knew existed. Well… three now. What surprised Peter even more than this room being here: was that it was entirely empty. They were essentially inside a large silver cube, with no distinguishing features whatsoever.

"What is this place?" Peter asked, his voice echoing off the walls.

"My laboratory, do you like it?" Osborn strode into the very center of the room. "I heard about your job at Horizon Labs. I thought you might be interested to see what kind of gadgets I have down here."

"I guess…" The prickling feeling on the back of Peter’s neck was starting to become rather bothersome, only intensifying the further he moved into Osborn’s lair.

"Some privacy would be nice." Osborn pulled a tiny remote from his pocket and clicked a button. The door leading back upstairs slid shut instantly.

The feeling intensified.

"Mr. Osborn?"

"Now down to business," Osborn appeared to not hear Peter. "I believe I promised you some gadgets."

At the press of another button on his remote, Norman Osborn caused numerous panels on the floor and walls to begin rotating and repositioning themselves. Several work benches and tables rose from the floor and racks of equipment sprung from the walls, displaying an impressive inventory of items.

Peter’s spider-sense suddenly stopped, so did his breathing.

His fists clenched, his teeth ground together, and his eyes met the floor. Peter did not want to look at what was being showcased to him.

"It’s you..."

He tasted like a cruel mixture of alcohol and cigarette smoke.

Gwen slammed her hands into Harry's chest, effectively pushing him away from her.
"Harry, what the hell?!" She took several steps back, trying to put more distance between them.

"You know what else isn't fair?" Harry advanced on her. "Peter, always gets what he wants."

"Harry, stop."

"His dream job…"

She took another step back. He took another one forward.

"His dream girl…"

She found her back against the railing.

"Even my father's respect…"

They were face to face once again.

"Everything I'll never have!"

Gwen had never ever hit anyone before, but she had trained herself should the occasion ever arise. She planted her heel and clenched her fist.

"Explain to me how that is fair." Harry demanded, his hands grasping the railing on either side of Gwen, keeping her in place.

"Listen to me, Harry. You don't want to do this." She spoke slowly and purposefully. "You and Peter have a good friendship and what you're doing here could ruin everything. Please, let's just go back inside and forget this ever happened."

"I can't forget. I've tried forever, Gwen. Trust me on that. I can't keep this inside anymore."

Her fist connected with his jaw. Harry stumbled away from Gwen, knocking over one of the balcony chairs in the process, and falling flat on his back. Gwen was the one to move forward this time, coming to stand over her friend.

"You need help, Harry. I hope you get it." She left him there, with a sizable bruise forming on his cheek.

Peter took in everything in an instant: the dark green armors with their matching mask, the collection of gliders, the rows of glittering pumpkin bombs. It all surrounded him, bearing down on him and stifling his supply of air.

"So, what happens now?"

"Now," Osborn smiled. "Now you die."

Peter rushed forward quickly, bringing up his fist to strike his arch-nemesis. Osborn sidestepped Peter and tripped him up as he passed, causing him to go tumbling to the ground.

"Ah, Peter, not so hasty. May I remind you of who is waiting upstairs?" Osborn sneered as Peter bounced back to his feet. The two of them started to circle each other, weaving around the various contraptions and trying to keep both eyes on their opponent at all times.
"It was you." Peter spat. "You killed those people at that press conference over a year ago."

"How deductive of you, Parker. Yes it was. The Oscorp Massacre," Osborn took a swift bow. "Was also work of yours truly."

"Why? Why are you doing this?"

"I have my reasons. The foremost being it's just an unimaginable amount of fun."

"You're sick. Do you think you can fight me, Osborn? I beat your ass once. I can do it again no problem."

Osborn let out a loud and vicious cackle that contorted his facial features horribly.

"What do you think I've been doing all this time you've been running around playing hero? Just sitting on my hands, doing nothing? No, Peter, I've been training. I'm now stronger than ever!" He cackled again and Peter grimaced at the noise.

Somebody needs to shut this guy up. Gwen and Harry are upstairs though, I can't risk them getting caught in the crossfire.

"I've also been watching you." Osborn continued. "Good work, by the way. I got a nice long laugh at that whole Electro farce and don't even get me started on Doctor Octopus." The older man laughed for a third time, throwing his head back and wiping away fake tears with glee.

Peter decided that he was tired this conversation.

"What do you want" He demanded.

"That's a simple question that warrants a simple response. I want you to suffer." Osborn stopped his movement and Peter followed his lead. They now stood still at several yards apart. "I'm going to tear you apart piece by piece until there is nothing left to bury. But, that will all come in due time, Peter Parker. I have much so planned for you in the meantime."

"You can't touch me, Osborn. I know your secret now; a secret that the police will be very interested to hear."

"Will they really accept your accusation though? I mean look at you, some ratty kid with absolutely zero evidence. I think everyone will be much more interested to see my report detailing my research into who the Spider-Man really is. Face it, you can do absolutely nothing to stop me from destroying everything you care about."

"If you do anything," Peter was shaking now, his bones in his hands cracking as he tightened his fists "To anyone I love. I will kill you."

At Peter's threat, Osborn let out his loudest shriek of laughter yet.

"Oh, Parker, you will do no such thing. You don't have those killer eyes. Deep down, you are still a scared little boy."

"Don't push me, Osborn."

"But that is what I intend to do exactly," Osborn raised his remote again and pressed another button. Peter flinched instinctively; ready to dodge whatever attack the man sent his way.

The door slid open again.
"But not tonight." Osborn finished. "Run while you can, Spider-Man, but no matter what, I'm coming for you."

"I'll be waiting, Gobbie." Peter backed out of the room, only taking his eyes off Osborn once he was halfway up the stairs again.

Osborn shut the door after Peter left and leaned against a workbench. He scooped up a pumpkin bomb that was resting there and brought it his lips for a gentle kiss. He hadn't felt this good in years.

Gwen was waiting by the elevator when she saw Peter come from the dining room.

"Peter." She called, waving to him.

He strode briskly toward her and grabbed her hand, pulling her towards the elevator. Gwen could feel the tension in his grip and see the unnatural whiteness in his face.

"Peter, what's wrong?"

"Nothing," Peter smashed the elevator button. "We just need to get out of here."

Gwen couldn't possibly agree more.

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**Part IV of This is Not My Desire**

Gwen didn’t say anything as they left the Osborn penthouse, but Peter could hear her stomach rumbling, and therefore made them stop for pizza before coming back home. Gwen had munched happily, talking to her boyfriend and trying to lighten the sour mood that had been following them like a black cloud. They didn’t talk about the events of the evening, both of them too busy still trying to process their thoughts.

"My class is canceled for tomorrow" Gwen said “So I'll be going to Doctor Connor's lab a little earlier for work.” She was in the process of picking the pepperonis off her slice and stacking them neatly on her plate. "What's on your agenda for tomorrow?” Gwen waited for him to respond and when he didn't she looked up at him.

Peter was staring at his food, frowning deeply.

"Peter?" She reached out and rubbed her hand along his forearm. "You in there?"

He blinked and looked up at her as if he had just noticed her sitting across from him.

"Yeah," He said. "I'm here."

She frowned and nodded, letting him go back to his brooding.

After they had eaten and returned to the apartment, it was late into the night. Gwen had barely
managed to slip out of her dress before sinking onto the bed and falling asleep almost instantly. Peter had laid next to her for the better part of an hour, just watching her breathe.

"What did I ever do to deserve you?" He brushed her hair out of her face and sighed. "I'm sorry Gwen. I'm just… really sorry."

It was the silence that bothered him the most. The dead silence that hung in the air like a thick fog. He didn't necessarily expect the Green Goblin to come bashing down his front door and gun him down this very moment, but he still couldn't relax.

Peter began to pace his apartment living room, walking to the wall then turning around to march to the opposite one.

_I need a plan, some course of action that at least seems… reasonable._

He could run away. Peter could take Gwen and leave, go somewhere; it didn't matter where. They could start new lives or at least lay low until this whole situation blew over.

*But what about Aunt May, Mrs. Stacy, Doc Connors and his family, or anyone else who is associated with us. We can't all run.*

Peter finished another lap around the living room of the apartment.

He could turn himself in. Just walk to into the police headquarters and tell them the truth. That he was Spider-Man and Norman Osborn was the Green Goblin.

_Would they believe me though? Jean DeWolff might, but how much pull does she really have? Would she back me up?_  

_Osborn is right, he's a lot more respected in this city. He'll wriggle out of that somehow; rich people always do. Not to mention I don't really want to get jail time for all the vigilante-ing I’ve been doing._

There was a third option. He could leave right now, go back to the Osborn penthouse, and put an end to the Green Goblin for good.

*That would solve everything right? No one else would be in harm's way.*

To someone on the outside, the answer could be obvious: he should turn on the attack - strangle the villain to death. He would have to kill his best friend's dad and spend the rest of his life with that blood on his hands, but the people he loved would be safe.

*I've killed before._

He wandered back to his bedroom, leaning in the doorway. Gwen would leave him if she found out what he did. If he ever told her that he was Spider-Man, she would hate him. The pain of living with that knowledge was enough.

*I swear, no one is going to die," He whispered to her. She didn’t answer, lost in the throes of a troubling dream. "No one dies." Peter promised._

She woke up quite abruptly, rubbing her eyes and sitting up.
What on earth is that awful smell?

Aunt May fumbled at her bedside table and eventually found her glasses. She always hated those things, her old age having finally reduced her eyesight enough to warrant them. Groaning from discomfort, May rotated out of bed and slid her feet into her slippers. She grabbed her cane from where it rested against the wall and shuffled towards the door.

She opened it and was hit with a face full of billowing, black smoke

"Oh no." She coughed, the force of it rocking her entire body.

The entire house was ablaze, the hallway in front of her already crumbling around itself. She turned around and started hobbling over towards the window as quickly as she could.

If I can get the window open I can scream for help. Someone will have to call the fire department.

She coughed again and grappled with the window latch, eventually throwing it open and releasing some of the smoke out into the night air. As the initial cloud started to dissipate, a face appeared outside the window.

It was the face of nightmares, dark green skin, yellow eyes, and sharp white teeth that glinted in the fire that was edging its way into her bedroom.

"Going somewhere?" The devil cackled.

She screamed.

"You seem tense. Is something wrong?"

Gwen looked up from the cells she was monitoring.

"No, I'm just a little tired I guess." She started fiddling with the knobs of her microscope again, trying to bring the cells back into focus.

Doctor Connors nodded and went back to his paperwork, frowning.

"Honestly, I miss having you and Peter in my class. These kids are only getting more and more lazy." He made a furious mark with his pen.

Gwen chuckled.

"You mean you miss Peter. All he does is talk about how he’s your favorite student.”

"I hold all of my students in equal regard.” Connors insisted. “Some of them are just easier to teach than others."

"Yeah," Gwen continued to struggle with the microscope, thinking "I think…. maybe I'd like to be a teacher one day."

"Oh really," Connors leaned back in his chair, removing his glasses and squeezing the bridge of his nose. He needed a break from grading papers. It was too depressing. "What would you like to teach?"
"Science I think, that was always my best subject, still is."

"Well if that's what you think you want to do you should go for it." Connors readjusted his glasses. "You just have to be tolerant of people and very patient. It takes a special person to be a teacher."

"Yeah that's true." She huffed and stepped away from the microscope. "This thing has to be broken. I can't get it to focus to save my life."

Doctor Connors stood up and motioned for her to step aside, before examining the device for himself. Gwen watched him work. As she stood, her eyes started to drift shut and she shook her head rapidly to dispel the sudden wave of sleep.

*I know we got home late last night, but I really shouldn't be this tired. That drama with Harry must be stressing me out.*

She leaned against the table as Connors cursed at the microscope and, despite her best intentions, began to nod off once more. She was startled a moment later by her phone buzzing angrily in her pocket. She fished it out sleepily. It was Peter.

"Hello?" She asked, flipping it open.

He was talking fast, his voice slurred and broken. However, Gwen understood every word he said. Her hand clapped over her mouth.

Connors had looked up from his task when she had answered the phone and watched her reaction. He very calmly stepped away from the microscope and waited for Gwen to relay Peter's message. As a scientist, Curtis Connors was able to hypothesize what was going on.

*So now it starts. Peter's life as Spider-Man is finally catching up with him, with disastrous results it seems.*

Gwen was nodding rapidly now, clutching the phone with one hand while wiping away tears with the other.

"I'm on my way- Peter, just stay there. I'm- I'm coming." Gwen hung up and shoved the phone back in to her pocket. She looked up at Doctor Connors, her mouth open, but for a moment no words came out.

"Gwen?" Connors prodded.

"That was Peter." She stated plainly. She looked faint.

"What did he say?"

"His Aunt May is dead."

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They found Peter Parker sitting in the waiting room of the hospital. It was a noisy place, nurses and patients were buzzing around, chattering loudly. He didn't seem to notice though. His gaze was fixed on a spot between his worn sneakers.

Gwen forced her way through a group of people and rushed to him throwing her arms around him, startling him out of whatever trace he was in the middle of.
"Oh god, Peter, I'm so sorry." She choked and clung to him, rising along with him as he stood up. Peter hugged her back, hiding away in the crook of her neck.

"Gwen." He said her name so softly. She almost didn't hear it.

"Peter," She pulled back slightly and cradled his face in her hands.

"I got here and they said…" Peter squeezed his eyes shut. "I was too late Gwen."

"I don't know what to say." Gwen was crying again. "I'm… so sorry."

"No," He shook his head, dislodging her hands. "It's not your fault. It's mine."

Doctor Connors, who had followed behind Gwen, chose this moment to step forward. He was slightly out of breath for trying to keep up with the girl.

"Peter, that isn't true." He scolded, resting a firm hand on the young man's shoulder. "There was nothing you two could have done to prevent this."

"He's right, this was just some freak accident," At his horrified expression, Gwen grabbed onto him again. "But I know what you're going through here, you can talk to me. You know that, Peter."

Peter shook his head again, stepping out of their reach. He looked between the both of them.

"Man, you guys don't know. No one knows." He took a step back, repeatedly shaking his head like he was trying to shake the thoughts from his head. "I… I was so stupid. I need… I need to."

Then he was gone, running away from them and towards the exit.

"Peter!" Gwen shrieked, already making a move to follow him.

"Gwen," Connors grabbed at her wrist. "He needs to be alone right now."

"No!" She yanked away from him. "He needs me!" She was gone too now, chasing after the fleeing boy.

Peter was a blur as he dashed down the corridor, dodging around a parked gurney and pushing open a set of double doors. He was out in the street now and he turned left, almost colliding with someone.

"Peter, what are you doing?" It was Mary-Jane again. Her eyes widened at the sight of him.

"MJ." Peter gasped. "I…"

"I got a call from Gwen." MJ put a hand on Peter's chest, effectively halting any forward movement. "Why don't you just come back inside with me, okay?" She nodded towards the hospital.

Peter shook his head and sidestepped her so fast that when she whirled around he was already gone.

"Dammit," She turned back to the hospital to see Gwen barreling out. "Gwen-"

"Which way did he go?!" Gwen demanded, interrupting her. When MJ didn't respond fast enough, she screamed. "Where is he?!"
MJ pointed dumbly and Gwen raced away calling his name. The red-head watched the other girl until she too disappeared. MJ sighed and turned to find a third person striding toward her.

"I guess you've seen them." Doctor Connors said.

"Yeah, I came as soon as I heard." MJ put a hand to her forehead, exasperation taking her. "I don't have all the details yet. What happened exactly?"

"House fire, I'll explain in detail at a later time, right now I need to talk to Peter."

"Well good luck catching him," MJ gestured again to where he had vanished down the street.

"Not to worry. I know exactly where he's going."

There wasn't much left of his childhood home. The only thing left standing was the brick chimney that was situated right where the living area had once been. A yellow square surrounded the entire property, preventing curious onlookers from getting too close. However, now that the flames were extinguished and the excitement gone, the area was deserted, save for Peter Parker.

He stood on the sidewalk, just looking. There was nothing left.

He heard Doctor Connors, before he saw him. Peter turned to face his former teacher. Not too long ago, he had to bend his next to look up and talk to Connors, but now the men were of near equal height. Connors didn't say anything at first, he just looked at Peter.

"I found Gwen," He finally said. "I sent her back to your apartment for some rest. I told her that you'd join her there soon."

Peter turned from him and looked back at the wreckage. He pointed up, to where her bedroom used to be

"She, uh- she started sleeping upstairs after Uncle Ben died. She never liked in their bed without him." Peter's voice was hoarse. He had run all the way here.

"I understand…" Connors swallowed. "That this is hard for you. She lived a good life though, Peter."

"She was getting better too." Peter continued, not responding to the Doctor's words. "Her cancer was in the remission stage."

"Peter."

The younger man looked down at the ground, his fists clenched tightly. "This wasn't an accident Doc, this was murder."

A pause, then:

"How do you know?"

"He told me he was going to do it. He said he would make me suffer and he was telling the truth. I hesitated, Doc. I talked myself out of it."

"You're not making sense, son. Who are you talking about?"
"The Green Goblin." Peter spat.

"Are you sure? The Green Goblin hasn't been sighted in… years. Not after you beat him."

"He's back and he knows who I am." Peter seethed, then added: "And I know who he is."

"Who is he?"

"Norman Osborn."

"The Norman Osborn?" Connors repeated "As in Oscorp-Osborn?"

"The one and the same." Their eyes met and, for the first time, Doctor Connors was afraid of what he saw in Peter. "I'm going to kill him."

"You can't do that, Peter."

"And why not?" Peter demanded.

"Because Spider-Man isn't a killer." Connors answered calmly.

"Osborn didn't hurt Spider-Man," Peter shouted, feeling the barely suppressed rage boiling over. "He hurt me!"

Connors set his hand on Peter's shoulder.

"You aren't a killer either."

Peter shrugged off the hand.

"I've killed before."

"Who?"

"The man who killed my uncle." Peter gestured vaguely with his hand, explaining quickly. "He was some burglar. I never bothered to learn his name. I snapped his neck like a toothpick and I could do the same with Osborn, no problem."

"You were a boy then Peter, a child." Connors jabbed a finger into Peter's chest. "Now you're a man and you have to understand the consequences of your actions."

"I understand just fine." Peter was walking away now, with dangerous intent in his eyes. "Don't try and stop me."

Doctor Connors didn't. He watched the other man pick up speed, until he was running into the distance. The Doctor suddenly felt a lot older than he actually was.

Whatever happens tonight, don't lose yourself, Peter. He implored. You're still a good man.

The doorman didn't ask Peter any question as he jogged briskly through the front door and towards the elevators. Pressing the buttons with enough force to crack their plastic coverings, Peter waited an excruciatingly long time for the elevator to arrive. This was followed by an equally long elevator ride to the very top of the building.
When the elevator doors dinged open, Peter stuck his head out into the main hallway of the penthouse. It was completely deserted, save for a number of paintings and marble statues lining the foyer. Peter suddenly hated everything about this place and resolved to smash all of Osborn’s precious artwork on the way out.

Stealthily, he crept down the hall and into the dining room. ‘The Sinking Man’ glared down at him from its position on the wall, but Peter pointedly ignored its stare, moving over to it and pressing the hidden button. As the hidden passageway slid open, Peter discarded his coat on the floor and rolled up his sleeves, exposing his web-shooters. He didn’t bother with his mask.

This is it, no turning back.

Peter descended the staircase, his ears pricked for any sudden danger. This was not an ideal situation, confronting his arch-nemesis not only in his own home, but in his secret base underneath his home. The prickling feeling started as a slow rumble at the base of neck.

With a final leap, Peter landed in a crouch at the base of the stair case, his right arm drawn back to either punch or unleash a barrage of bio-cable.

The room was almost completely bare, like Peter had first seen it, but now there was single workbench that was raised up in the center of the room. Ever weary of his surroundings, Peter crept forward and glanced at the only object resting on the table.

"Oh no." He breathed. “No, NO!”

Peter turned and sprinted from the room. He crashed up the stairs and pushed himself through the dining room doors and back out into the hall. Completely ignoring the elevator, Peter slammed into the balcony doors, forcing them open. Without so much as a second of hesitation, he launched himself over the edge and out into open space.

The next thing he knew, he was firing web after web, literally flying through the air. Peter sling-shotted himself around a tight corner and web zipped onto the face of a building. He planted both his feet and launched himself into the air again, with even greater speed than before.

He mind raced, clouded with thoughts. He thought of how much he hated Norman Osborn. He thought of his last words to his Aunt May, words that he couldn't even remember. He thought of the people looking up from the ground and watching the blur of a man soar high above them, faster than anything they had seen before. Peter Parker thought of everything he could, trying to block out the image of a lock of soft blonde hair resting on a hard, silver work bench in Osborn’s lab.

With a final tug, Peter was flying towards his apartment, or more accurately, his apartment window. At the last second, he curled into a ball and rocketed through the small window. Shards of glass exploded into the living room, coating the light blue futon and the surrounding rug. Peter landed in the center of the room.

"Gwen!" He screamed, racing to the bedroom. It was empty, so were the kitchen, the bathroom, the closet, and the hallway outside the apartment. A full ten seconds after crashing into the apartment, Peter stood once again in the living room.

Think Parker, Think dammit! Where has he taken her!

The room was spinning around him.

Where is she…? She can't... I can't… Clues! Look for clues!
Peter tore through the small dwelling again, tearing though each of the small rooms in quick succession. He was yelling now, random things. Her name? His name? He didn't care.

"There's nothing here!" He finally roared, punching a hole clean through the bathroom wall. Peter wrenched his hand free and watched the dry wall fall like snow to the ground.

*Useless, I'm completely useless.*

Then his radio buzzed. He had never pulled the thing out so quickly, almost breaking it when he slammed the button down. Everything was blurry, his vision, his hearing, even his own mind. Peter only picked up and understood certain words.

"*All units... bridge... unidentified woman... Green Goblin...*"

The radio dropped to the ground, cracking when it made impact with the bathroom tile. Peter was now in his bedroom, tugging off his clothes and pulling on his mask.

*No one dies.* He remembered his promise. *No one dies.*

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**Part V of This is Not My Desire**

He could see the bridge before him. It was a massive structure of dark grey steel that reached high into the sky and pierced the clouds. Both ends of the roadway were blocked with police cruisers that bathed the surrounding landscape with flashing reds, blues, and whites.

The crowd that milled about near the entrance to the bridge looked up and pointed as he swung overhead. Spider-Man swooped low and scanned the mass of people. Jean DeWolff was among them, surrounded by a group of officers.

Judging the distance perfectly, Spider-Man landed lightly on the hood of the nearest police cruiser. He whistled loudly, gaining the attention of the surrounding officers.

"DeWolff!" He shouted and waved towards her. Instantly dozens of handguns were pointed in his direction.

"Spider-Man, hold on!" She made her way over to him, waving down her officers as she went. "I hope you're here to reconsider my deal."

"Just point me in the right direction." He growled. "I'll listen to your proposal when this is finished."

She nodded, her soldier senses informing her that he wasn't in the mood for small talk.

"The Green Goblin has finally made his reappearance. He's kidnapped a girl that we've yet to identify and he was last seen near the top of the middle spire. We can't get any choppers close without him firing on us." DeWolff explained quickly.

"Her is Gwen Stacy," Spider-Man shifted restlessly on his perch. "She has a mother and a boyfriend in the city. They should be told what's going on." He looked away from her and watched the bridge stretch away from them. "I'm going in, keep your choppers clear and your men out of the
"We have ERU's and medical services inbound," She continued. "Anything else that we should know about?

"We don't need ambulances." He fired a bio-cable and allowed the tension of the strand to pull him into the air. "When I'm done with him, you'll need to call the morgue."

"That's not how we do things!" She yelled after him.

If he heard, he didn't respond. Spider-Man was already gone.

He weaved between the support struts and cables, working his way forward and up. The sound of the city faded behind him as he climbed and a light fog filled his vision. He latched onto a girder and took a second to wipe away the condensation that was forming on his lenses.

Damn this thing is too big. How far away is the center spire? I need to get there now!

Spider-Man pushed off again and fired another bio-cable and swung upwards. The hairs on the back of his neck had been prickling since he had left the Oscorp penthouse, but now the feeling was a near constant hum that itched like hell. He had just fired another bio-cable when suddenly his spider-sense spiked sharply.

Running purely on instinct, he yanked hard on his new web and pulled himself upwards. The barrage of bullets pinged off the surrounding metal as he flew through the air. He couldn't yet see where the bullets were coming from, but he had a pretty good idea of who was shooting at him. Spider-Man somersaulted over a metal bar and grabbed onto a thick cable. He swung himself around one hundred and eighty degrees, hoping that the sudden change in direction would confuse the gunner.

I need to focus. My spider-sense will point him out. I just need to...

An explosion shook the very air around him and Spider-Man felt a wave of searing heat wash over the left side of his body. He twisted away from the painful light and fired a web, swinging in a fast but gentle arc away from the explosion's epicenter.

Pumpkin bombs... I hate those things.

Spider-Man sensed another of the orange grenades approaching him quickly and he released his web, back-flipping into space and firing with both web-shooters towards the projectile. A series of hard thunks filled the air and he knew that the globs of webbing had hit their mark. The bomb still exploded in a ball of flame, but had been successfully deflected.

Spider-Man grabbed onto a passing support cable and swung himself onto it.

"Come on!" He shouted into the mist. "Where are you?"!

There was a different tone in his voice, one that he had never heard from his own lips before. He didn't dwell on that now however, because his spider-sense was going haywire now.

There was a distant, cackling shriek, and The Green Goblin glided into his field of view. He looked exactly as Peter remembered. There was the same dark armor and horrifying mask, which grinned down at the hero with a mixed expression of glee and lunacy.

"Oh, how I've missed this, Spider-Man," The Goblin bellowed. "The thrill of the fight!"
"Shut up!" Spider-Man moved swiftly up his cable, getting closer to his foe. "Tell me where she is!"

"Aw no, no, no." The villain wagged his finger in the same manner an adult would scold a rowdy child. "Not so fast, we have a lot of catching up to do!" He dived towards Spider-Man, firing bullets wildly as he went.

Spider-Man rocketed into the air and flipped over the Green Goblin, avoiding the bullets that ripped through the air. As the Goblin passed beneath him, Spider-Man fired a web onto his back and attempted to tug the lunatic off his glider. This ended up only backfiring as the Goblin didn't so much as flinch at the attempt, and proceeded to pull the vigilante through the air behind him.

*Shit, shit, shit.*

They flew swiftly through the mess of metal that made up the bridge and Spider-Man found himself being slammed roughly into nearly every passing structure. He was forced to release his grip on his bio-cable to avoid being sliced in half by a steel cable and was now free falling towards the evacuated highway below. Twirling his limbs, Spider-Man attempted to keep the Goblin in his sights at all times.

*I can't remember the last time I had to fight someone in the air like this. The Vulture most likely, and he beat the living brains out of me. I need to play this smart.*

He streamlined his body and raced towards the ground. The Green Goblin steered his glider around and followed after him. The concrete rose to meet Spider-Man and at the last second, he snagged a steel beam with a web and descended smoothly upon an abandoned car.

*Thanks for getting all the civilian's out of here DeWolff. You've made my job a whole lot easier.*

Spider-Man sprang back into the air again. As he rose, he fired two bio-cables that latched onto the car, pulling it up into the air with him. When the automobile made contact again with his feet, he back flipped and kicked the car away from him. The makeshift projectile rose straight up and collided with the descending Goblin.

There was a screech of metal and shattering of glass, as the reduced hunk of metal crashed to the ground. After launching the car, Spider-Man hit the road and rolled forward, hearing the heavy impact behind him.

He didn't waste any time. Spider-Man leapt at the smoking wreckage and shot his hand into mess, grabbing onto what felt like an arm. With some effort, he hauled the Green Goblin from the vehicle and threw him to the ground. The Goblin barely had time to register what had just happened before Spider-Man was upon him.

A powerful punch connected with the disturbing mask, snapping the Goblin's head back. This was followed by a blow to the gut and another to the face and neck. Spider-Man would not stop. He punched and punched, with a ferocity he hadn't known he possessed. The asphalt around them cracked and split, absorbing some of the force of Spider-Man's attacks.

A red haze descended over his vision and Peter finally slowed his punches.

*Images flashed through his mind.*

There was a burglar, his eyes wide with fear just before he neck bent horribly.

Spider-Man struck the Green Goblin again.
There was his Aunt May, opening her arms and wrapping a beaten Peter in a hug.

He punched the Goblin again.

There was a tiny apartment, with a blonde in a bed, smiling at him.

Spider-Man grabbed the Goblin's mask and ripped it from the suit, hurling it over his shoulder.

Norman Osborn blinked up at his enemy. His nose had caved in and both his eyes were in the process of turning purple. When he opened his mouth, there was a mass of blood where there should have been teeth. However, the man still managed to laugh in Spider-Man's face, splattering red on the white lenses.

Spider-Man grabbed him by the collar and hefted him upwards, roaring in his face.

"Where is she?!!" His grip was such that the metal collar of Norman's suit creaked under the force.

Osborn didn't answer his question, only continuing to laugh until tears leaked from the corner of his eyes. Spider-Man was about to demand an answer, when something slammed hard against his side. He was thrown away from the Goblin and skidded to a stop on the concrete.

With a nimbleness the severely battered man shouldn't have possessed, Osborn leapt back the glider that had rescued him.

"Don't tell me you aren't enjoying this!" The Goblin cried. "When's the last time you felt this good? This powerful?"

Spider-Man bounced back to his feet and faced the Green Goblin.

"Stop it!" Spider-Man spat "If you hurt her in any way, I will kill you!"

"There's that word again. Kill." The Goblin pretended to ponder something. "Haven't you realized it yet? You can't kill me! You can't win!"

Spider-Man screamed and leapt at him, but the Goblin rose away from him and hovered above his head.

"If you want your girl so bad," The Green Goblin spun his glider about and starting speeding towards the sky. "Come and get her!"

Spider-Man followed, web-zipping quickly after the shrieking maniac. The clouds enveloped them once again, but Spider-Man kept a careful eye on his foe.

_I need to beat him there. If Gwen's at the top I cannot let him get there first._

But try as he might, Spider-Man could not gain on the flying Goblin. The villain held no dependencies on his surroundings, allowing him to fly freely toward his destination. A few precious seconds after the Green Goblin disappeared over the top of the bridge, Spider-Man arrived as well. Flipping over the lip and crouching on one edge the platform, Spider-Man saw a sight that froze his heart mid-beat.

The Green Goblin hovered over the open water on the other edge of the platform, clutching Gwen Stacy by the throat in his outstretched hand.

"No!" Spider-Man took a step forward, but halted when the Goblin shook Gwen violently. Her blonde hair whipped about as she moved and she kicked fruitlessly at the air, dangling over the
"Answer me one question, Spider-Man!" The Green Goblin screeched.

"Hang on, Gwen!"

"One simple question!"

Gwen's face started to turn purple from lack of air.

"Don't do this, Osborn! Please!"

"Who are you?!" Osborn pointed with his free hand at Spider-Man.

Spider-Man's vision started to blur, angry, fearful tears welling in his eyes.

"Tell us!" Gwen was shaken once again. Her kicks were becoming more and more feeble. "Tell us who you are!"

The mask came off with a flurry of red and Peter faced his girlfriend and her captor. Gwen Stacy instantly stopped all her movement and gazed at Peter with her big blue eyes. Despite the forceful grip around her neck, Gwen managed to choke out one word, a single word that shattered the moment of stillness.

"No."

"Yes!" Osborn cried to the heavens. "It's over, Peter Parker! No more secrets!"

"Let her go!" Peter stepped forward again, almost loosing his footing on the platform. "Please, Osborn. I'm begging you!"

"Stop your begging, child." Osborn grinned at Peter. "It's over."

Then Gwen plummeted into space.

Peter leaped across the platform in a single bound and crouched on the edge. The Green Goblin had disappeared and frankly Peter could care less at the moment where he had gone. All Peter could see were blue eyes staring up at him as they descended rapidly.

His brain was processing things at a speed that was not possible for the average man. He was weighing his options again. Peter could reach out now and snag her out of the air with a well-aimed bio-cable, halting her downward movement entirely.

Or he could leap after her. He could try and reach her before she hit the water and swing them both to safety. Or if he was unable to web anything, he could always cushion her fall with his own body.

These scenarios played out in Peter's head in under a second and he made a snap decision.

He leapt.

It had been a long night. But honestly, the nights are always long when you work in the emergency room. After the Green Goblin had appeared on the bridge, he had actually ignored all the screaming people, having his own agenda in mind. The true massacre came when everyone started
clambering over each other, trying to escape.

It’s funny how the populace is reduced to a bunch of panicking ants as soon as any serious danger arises. Cars drove off the bridge and into the water, some children were abandoned to luckily be picked up by good Samaritans, and people got hurt. It wasn’t a second after the news reached the hospital that patients were being wheeled in with trampled limbs and busted ribs.

Sha Shan Nguyen was in her seventh year as head of the ER department. In that time, she had seen many sickening things. A woman giving birth to sextuplets, a man with four mechanical arms welded to his body, and a teenager that had been shish kabob-ed on a fence post.

*Not to mention the startlingly amount of things shoved up people's asses, with the miserable excuse of "I fell on it".*

But on this particular night, Sha Shan Nguyen would see something she would never, ever forget.

She was sitting in her office, taking a moment of respite from the chaos in the hallways outside her door. Suddenly there was quite a lot of screaming, much more than usual. Nguyen put down her sandwich, looking at it forlornly, and got up. Adjusting her smock as she went, Nguyen opened the office door and peered down the corridor.

"Um, sir! You can't go in there!" A voice was saying, one of Nguyen's nurses most likely. Heavy footsteps were fast approaching the set of double doors at the end of the hall. "Security! Someone call security!"

The doors burst open and Spider-Man staggered through. Nguyen froze in the doorway to her office.

Oh no.

Nguyen turned to run back into her office. Her phone was on her desk. *I can phone security myself, Spider-Man's a menace!*

"Wait!" The shout froze Nguyen in her tracks. Something about the timbre gave her pause. She turned around carefully and watched as Spider-Man approached her quickly. "Help her… help her please!"

Nguyen looked down in to his arms and saw the limp form of a young woman cradled there. The doctor opened her mouth for a second, unsure of what to say.

"I…" She began.

"Please," Spider-Man continued. "I'm begging you."

Nguyen looked up into that terrifying blood-red mask, with its large, expressionless eyes. There were two lines of moisture trailing down his face, soaking through the material.

*He's crying.*

"Nurse!" Nguyen called past Spider-Man towards the group of people starting to form in the doorway, watching the strange scene unfold. "Get a gurney over here now!"

A flat bed was rolled over to them quickly by a nurse, who then proceeded to stand off to the side awkwardly. Spider-Man set the woman on the bed.

"Get us a room please." Nguyen spoke to the nurse and two medical staff started pushing the gurney down the hall. Spider-Man trailed behind.
"She- She's not breathing." His voice was wobbly, like it was coming through a bad speaker.

Nguyen turned back to the man.

"What happened? Who is this?"

"Gwen Stacy… she fell," He explained. "I couldn't… I tried…"

He couldn't finish his sentence and Nguyen didn't press him anymore.

"You really can't be back here," She pointed back towards the doors. "You'll have to wait outside."

"I- no. I can't." He stammered. "She needs me."

They came to a door and the nurse pushed the gurney inside, Spider-Man attempted to follow but Dr. Nguyen put a firm hand on the center of his chest.

"I'll do whatever I can to help her, but the cops are probably already on their way here." He tried to push past her, but she held her ground. "I can't help her unless you get out." She pleaded.

Spider-Man stopped his struggling and stepped back. No, he staggered back like he had been punched.

"It's my fault. It's all my fault." His hand came up as if to cradle his head, but stopped halfway as if the appendage was unsure of what to do.

Nguyen stepped away from him and shut the door in his face, locking it, for all the good it would do. He stood there in the window, watching the woman named Gwen lie motionless.

Nguyen moved quickly to a locker and started pulling out supplies. She paused, in the process of pulling on a pair of gloves as, one of her nurses spoke up:

"He's right, you know." The nurse said. "She's not breathing."

Doctor Sha Shan Nguyen was back in her office, her sandwich replaced by a styrofoam cup of bourbon. The bottle had been sitting in her desk for about five months. She hadn't opened it until now. The door to her office opened with a click and she looked up from her drink to see a police woman approaching her.

Great, now I'm about to be sued for drinking on the job, oh well…

Nguyen downed the last of the Styrofoam cup and set it firmly on her desk. The police woman stopped before her and her mouth turned up in a small smile.

"Got any more?" Jean DeWolff asked.

The doctor blinked for a second and then pushed the bottle towards the cop, along with a second cup. DeWolff poured herself a healthy amount, before sinking into the chair across from Nguyen. The two women sat in silence for a while, enjoying the peace after the storm.

"So, what happened?" DeWolff finally asked.

"I saw him." Nguyen answered.
"Who?" The police captain leaned forward, already knowing the answer.

"Spider-Man."

"And?"

"He brought in this woman, Gwen Stacy was her name. She had been thrown from the bridge. She landed in the bay." Nguyen grabbed the bottle and filled her cup again. "Gwen Stacy died."

"How did he take it?"

Nguyen took a sip of her drink and thought for a second.

"Not well…"

"Well what is the official cause of death?"

"Asphyxiation, her sternum was shattered and her lungs were ruptured. She choked on her own blood. From that height," She took another sip. "Hitting water is just like hitting solid ground. She never had a chance."

"He went after her though. How did he survive and she die?"

"Beats me," Nguyen narrowed her eyes at the officer. "How much do you really know about him?"

"Not nearly enough." DeWolff drank deeply, enjoying the burn of the drink. "Hardly any people know this, but he's helped the city a lot, cleaned up the streets, taken care of some… bigger problems."

"So the newspapers are lying?"

"They… exaggerate."

Nguyen rubbed her eyes with her hands, exhaustion overwhelming.

"I did all I could to help the girl, but it was too late. He blames himself."

"Of course he does."

DeWolff could feel the doctor's gaze boring into her.

"When someone calls the cops and tells them that they have Spider-Man hanging out in the halls, you would expect the doors to be busted down by ERU's. But you're the only one here. Why?" Nguyen questioned.

DeWolff glanced over her shoulder towards the closed door, then back to Nguyen.

"I'm pretty sure I know who Spider-Man is."

"Let me guess, the boyfriend?"

"Peter Parker." DeWolff nodded. "But that has to be kept a secret."

"I understand."

"Do you?"
"Yes," Sha Shan could feel the alcohol making her drowsy. It always had that effect on her. "You want his help catching the bad guys and he can't do that if his secret's out. I won't tell. That man has been through enough."

"Thank you," DeWolff tipped her head towards the doctor in gratitude. "So, after you told him about his girlfriend, that's when he left?"

"Yes."

"Do you have any idea where he went?"

Nguyen tossed her cup in the trash and hid the bottle back in her desk again.

"Nope," She spoke softly. "But god help anyone who gets in his way."

DeWolff raised the dregs of her drink.

"I'll drink to that."

Norman Osborn stumbled down the steps that led to his hidden laboratory. He coughed once, blood flying from his mouth and coating the steps before him. When he reached the floor, he spoke in sharp gruff tones.

"Activate Legacy Protocol." He gasped into the empty room.

Instantly the walls and floors shifted again. The silver workbench in the center of the room that displayed a lock of hair, descended into the floor. It was replaced by shining rack, with tubes of green liquid hanging from its hooks.

Osborn half walked, half staggered towards his salvation.

_Peter has improved greatly since our last tussle. His experience may be my downfall._

Grabbing a tube, he jammed it into a vein on his neck and fired the liquid directly into his blood stream. Very quickly, his eyes focused with perfectly clarity and all the pain in his body melted away. Osborn breathed deeply and stood straight once again.

"What took you so long?" Osborn sneered as he turned around.

Spider-Man stood at the base of the stairs, his hands clenched at his sides. He was shivering.

"Don't tell me, Peter." Osborn strode toward him. "You couldn't save her, could you?"

Spider-Man didn't respond, he just ran.

A sadistic glee filled Osborn's chest as the hero charged towards him. He always savored this moment, the lead up to the initial collision. And sure enough, a collision there was.

Spider-Man didn't punch the Goblin. He rammed into him and carried him across the laboratory to slam him into the opposite wall. Osborn felt another rib snap at the impact, but reacted quickly all the same, kicking Spider-Man in the chest and knocking him away.

As soon as Spider-Man touched the ground he was back up again. In a blind fury he attacked his
arch-nemesis with everything he had. He couldn't see anymore, he couldn't hear, all he could do was feel the pain in his chest.

It wasn't a physical pain. That would have been too much of a blessing. No amount of bandages or ointments could heal this wound. It was caused by the knowledge that everything he had ever cared about was gone, the knowledge that the person responsible was right in front of him.

They were a blur of limbs and fists, a contrasting mass of joy and pain. The Goblin was full of a demonic sense of fulfillment while Spider-Man felt empty, save for the rage.

They were in the lab, then up in the dining room. Chairs smashed, a table groaned, and wood paneling splintered from the walls.

They were in the hall now. Spider-Man had been thrown through a wall in a shower of concrete and wood, and The Green Goblin was eager to continue the fight. Fingers tore at fabric and fists made deep dents in metal, a knee broke someone's nose and a fist dislodged someone's jaw.

Spider-Man grabbed onto the Goblin and spun in a circle, hurling the other man in no particular direction. The villain crashed through a set of wooden doors and slid to a stop on a polished, marble floor. They were in Norman Osborn's office now, both of them exchanging blows cracked like thunder.

The Goblin threw another fist, but Spider-Man slid artfully under it and delivered a swift jab to Osborn's back, not feeling his knuckles break on impact. The Green Goblin cried out and staggered forward, the last punch having shattered a section of his spine.

Reaching out and grabbing him by the back of his collar, Spider-Man yanked Osborn back and threw him to the ground. Osborn lay there twitching; a mass of broken bones and bruises. With a supreme effort, he lifted his hand and opened it, laughing at what he saw there. Osborn had ripped out one of Spider-Man's lenses and now the silver disk lay in his palm.

"Oh my, my," He chuckled, delirious. "I've got your eye."

Peter pulled off the remnants of his mask and kneeled down onto Norman, gripping the sides of the man's head.

"I want you…” A choked sob wracked Peter’s body. He didn't care anymore. "I want you… to tell me… Why?"

"Why?" Norman Osborn croaked. "Peter, this is my legacy. You- you are my legacy."

There was a ding of an elevator, the sound of footsteps, the creaking of a door. Then there was a scream, a mighty tug, and then blood, so much blood.

"Wh-What?" Harry Osborn stood in the doorway.

Peter dropped what he was holding and wheeled around to see his best friend staring at him, horror-struck.

It was Peter who laughed now, through his tears. He laughed at how this whole situation perfectly fell into place.

"Peter?" Harry took a step forward, reaching out with his hand. "Dad?"

"I'm sorry, Harry." Peter swiped at his eyes. "Harry, don't-"
Harry Osborn looked from Peter down to what was his father and his jaw dropped. Then he turned and ran, back towards the elevator and away from his best friend forever.

Peter let him go. He couldn't explain things to Harry. He didn't have it in him. Harry would probably go to the police and tell everyone that he was Spider-Man. Harry would tell everyone what he had done, but right now in this moment, Peter couldn't give a damn.

With a final look down at the remains of The Green Goblin, Peter Parker turned and walked away.

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**Part VI of This is Not My Desire**

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Gwen Stacy's funeral was held on a Sunday. It was a clear day, with blue skies and a shining sun. It would be one of the last nice days of the season, as winter was once again fast approaching. The gentle breeze stirred up some of the fallen leaves and deposited them amongst the attendees.

There was a large crowd, almost twice as big as the impressive one who honored Captain Stacy. It was comprised of Gwen's classmates, friends, family, and a number of random people who had just wandered in off the street to pay their respects to the young woman. The story of Gwen Stacy, who had been murdered in cold blood, had become a heavily-advertised event.

Mrs. Stacy couldn't even walk into the church without a dozen reporters shoving microphones in her face, in an attempt to get an inside scoop. The main reason for this treatment was the mystery that surrounded the whole story.

Why had the Green Goblin suddenly reappeared after all this time? Why had he targeted this woman exclusively? Where was the Green Goblin now? Where was Spider-Man?

"Where's Peter?" Mary-Jane Watson leaned to her left and whispered in Doctor Connors' ear.

"What?" Connors hissed back.

"Where is Peter Parker? I haven't seen him since his Aunt May passed."

"I don't know where he is. I've been trying to get in touch with him for days." Doctor Connors exchanged a quick glance with his wife, as MJ shifted away from him. The two adults grasped hands firmly, both thinking of the worse-case scenario.

*Neither Spider-Man nor Peter Parker have been seen since that night on the bridge. Peter wouldn't just disappear like that, would he? The only reason Peter wouldn't come today would be if...*

Connors didn't finish the thought. He didn't want to.

The doctor could piece everything together without actually putting it into words. Norman Osborn was found dead in his penthouse following Gwen's own death. Nothing had been printed in the papers connecting Osborn to the Green Goblin. Someone was covering up the truth. In fact, the whole Osborn affair was kept under wraps, even his cause of death.

Osborn and Peter must have fought a final time, resulting in both of their deaths. It wouldn't be long, Connors feared, until he would be forced to attend another funeral.
Mary-Jane peered over the crowd to look at Harry Osborn. The young man was leaning against an oak tree, watching along with everyone else as Gwen was lowered into the ground forever. He had dark circles under his eyes and despite the relatively warm weather, he wore a heavy coat. The young heir of Oscorp was trying to isolate himself for reasons that were unknown to MJ.

When the ceremony ended, MJ had to jog quickly to catch him as he stalked towards his waiting car. The driver had opened the door and Harry had already slid inside when MJ finally caught up.

"Harry, wait!" She slapped a hand against his window.

She couldn't see through the tinted glass, but she got the feeling that Harry was debating whether or not to ignore her.

"Harry, please." A knuckle tapped against glass. "I just want to talk."

The window slid down a fraction.

"Yes?" Harry drawled.

"I'm-," MJ swallowed hard. "I'm sorry about your dad."

"Hmm," His eyes flicked away from her. "I'm sorry about your friend."

"She was your friend too, Harry."

"Yeah."

MJ looked over to her Aunt Anna who was trying to console a distraught Mrs. Stacy.

"Have you seen Peter?" MJ turned back to Harry.

"No," The widow began rolling back up. "No, I have not."

Once again separated by glass, MJ stepped back and watched as the car drove away from her. Something bothered her about Harry's behavior. He was oddly calm after the simultaneous death of father and one of his best friends.

_I guess everyone deals with trauma differently._

She looked back towards Anna Watson who was now guiding Mrs. Stacy towards a taxi, in an attempt to take the woman home. It was a sad turn of events for the woman, losing her husband and her daughter in quick succession. There were very few people who could say anything to placate her.

MJ turned and started down the street towards her motorbike. It was a cherry red with silver and chrome accessories; the thing were a glorified death-trap and she absolutely loved it. However, she didn't get the usual thrill this time as she revved the engine. There were just too many thoughts bouncing around in her head.

_Gwen didn't deserve what happened to her. Neither did Norman Osborn. Now Mrs. Stacy and Harry are left to pick up the pieces, they don't deserve that either._
It was a hard lesson to learn: the world just isn't fair.

Where the hell is Peter Parker?

A warm wave of anger washed over her as she weaved between traffic.

He can be clueless, forgetful and sometimes just plain stupid. She thought. But he would never just run away like this. He loved Gwen too much to not come to her damn funeral.

She was so wrapped up in her thoughts that she didn't notice where she was driving, until she found herself idling outside the burnt husk of Peter's childhood home. Why had she come here?

Switching off her motorbike, MJ climbed off and removed her helmet. After smoothing down the fabric of her skirt, she carefully made her way into the wreckage. The ceiling had caved in, smothering years of memories in black ash. There were only a few walls left and as MJ skirted around one, she found herself in the kitchen.

A memory flashed through her mind. Her and Peter were sitting on the counter and sharing some hot chocolate. It had almost been the holidays then. It was a time before everything went to shit. Back when the Stacy family was still in one peace and when the future seemed bright.

She stepped over a bunch of broken boards, careful not to trip in her high heels. This was the piano room, where she had played Peter his Christmas present. The piano was still there, horribly damaged, but still standing all the same. She kept moving, not really sure if she was in the mood for reliving anymore memories.

You should leave. She told herself as she moved even deeper into the house.

A heavy sense of foreboding started to press down on her as she found herself standing before what had once been the basement door. The surroundings were all destroyed but the stairs were intact, leading down into blackness.

Tentatively, MJ took a step down. She was being pulled downward, but compelled to turn and leave at the same time. Somehow she knew, if she descended down those steps, her life would change forever. She looked back towards the street and her motorbike, then back down into the void. MJ walked down the steps, her footfalls sounding deafening in the former home.

She had never been down here before. It was very dark and she pulled out her cell phone, using it as a flashlight. She looked at the walls and floor that were coated with ash, the stack of boxes in the corner, and the few tools scattered across the ground. Suddenly, something shifted in the dark corner.

MJ froze, gazing into the space and trying to make out the shape. It was some kind of animal, curled up around itself as if trying to preserve its precious body heat. The shape was shivering, adding to the effect. She advanced slowly, tying not to startle the creature, while stretching her hand out before her.

As her fingers brushed against the shallow thing, it withdrew on itself once more and released a small whimper. She set the phone on the ground, keeping the dim light shining towards the ceiling. With both hands, she tugged at the form, eventually disentangling it from itself and bringing it into the light.

Her breathing had stopped.
Mary-Jane Watson lived in a studio apartment across town. It had taken a while to come up with a plan to get him to her home and not still be seen in his current state. She had eventually been forced to rush to the corner store for some cheap clothes before returning back to the basement and forcing him to change out of his suit.

On the ride through the city, he had clung to her limply and she had to reduce her speed to prevent him sliding off the back of her motorbike. In fact, he was generally unresponsive. Only by dragging him by the arm was she able to get him into the elevator and eventually her apartment.

She flopped him onto the bed and then stood with her hands on her hips, watching him stare blankly back at her. He was cut, beaten, and bruised. When she had found him, he had been absolutely caked in dried blood that had slowly peeled off along with his costume.

_The costume._

"Well are you going to explain yourself?" She demanded.

"What?" He asked, not yet fully understanding what was going on. Peter Parker was in his own world.

"This," She pulled the tattered remains of Spider-Man's mask from her pocket and waved it towards him. "Why were you wearing this?"

"Because…” He almost laughed. "Because I'm Spider-Man."

MJ narrowed her eyes at Peter and watched him sway back and forth. She huffed and put a hand to her own forehead as if checking for a fever.

"When's the last time you ate?"

"Uh…"

"Peter," She snapped her fingers in front of his face, gaining his attention. "How long have you been in that basement?"

"Since," He seemed to think for a second. "Since it ended."

MJ huffed, blowing her crimson bangs out of her eyes. He was barely coherent, let alone helpful.

"Alright, well you're taking a shower and getting something to eat." She didn't wait for his response before gabbing him by the hand and pulling him towards the front door. The shower was just down the wall and she shoved him inside, along with her bottle of shampoo. "Come back when you're done."

She waited until he shut the door and the shower started, before returning back to her apartment. As she started preparing a quick meal, she looked over towards the bed. There was a plastic bag resting there, spilling its contents out over the sheets.

It was a bloody and torn pile of red and black fabric. The one-eyed mask seemed to be glaring at her, daring her to object to the truth that was being pushed into her face. It all made sense now, his strange behavior, Gwen's not-so-random murder, everything about the past few years fell into place. Well almost everything, she still had too many questions.
Soon enough, Peter had finished his shower, and they were both sitting at her small table. He was clothed in the same, cheap clothes she’d bought before, half-heartily stirring at the spaghetti she had prepared. MJ tried to eat without staring at him, hoping that he would eventually start talking all on his own. Her patience was wearing thin however.

"So how long have you been Spider-Man?" She asked.

"Since forever." Was his response.

"How many people know?"

"I don't really know," He looked up at the ceiling and MJ noticed a ring of bruises around his neck. "There's Doctor Connors and his wife Martha, their son Billy, and Nor-" He cut himself off. "The Green Goblin knew"

MJ nodded, resting her fork on the table. She had enough tact to tell that Peter wasn't really in the mood for talking.

"I think I understand now," She explained. "Why Gwen-." He squeezed his eyes shut at the mention of her name and turned his head away from her. "I'm sorry." She quickly back-pedaled. "I just mean… It's not your fault Peter."

*I know that the Green Goblin killed Gwen to get to you. She wanted to say. *But that doesn't mean, you could have prevented it.*

"You don't know," He muttered. "You have no idea what I did."

"Yes I do, Peter. I know you did the best you could."

"No, MJ!" He suddenly shouted. "I did everything he wanted! I played right into his hands down to his very last breath." Peter slammed his hand on the table, causing the wood to splinter. "Don't you dare talk like you understand."

She looked at him for a second, her jaw hanging slack. As far as she could remember, she’d never heard Peter raise his voice like that. Eventually she looked down at her table, where is crooked hand was clenched into a fist.

"Your hand is broken." She spoke softly. "I'll go... get some bandages." She stood up and took her plate to the sink. After setting it down she leaned against the counter and breathed deeply. "I understand that your hurting right now, but you can't just disappear like that. You have people who care about you."

Peter stared at the red-head's back, feeling all of the fight drain out of him.

"Thank you, MJ." He sighed. "For everything."

She nodded and wiped away the tears that were forming in her eyes. It had been a long day.

"I'll be right back, okay?" She grabbed her keys and her coat and with a final look at Peter, still sitting dumbly at the table, she left.

---

Doctor Connors picked up on the first ring.
"Hello?" He answered.

"Hey, Doc. It's MJ." She was walking briskly down the aisle of a drug store, looking for a box of bandages. "I've found Peter."

"What? Where was he? Is he okay?" The Doctor sounded relieved.

"He's fine now. He was... hanging out at his old house." MJ grabbed the first box she saw and jogged towards the counter to pay. "I have him at my apartment right now. He's not in the best shape."

"I'm on my way now."

She could hear him moving around, pulling on his coat.

"Alright thank you," She thought for a second, then added. "I also know about his... second job."

The phone was silent for a moment, and then he spoke.

"Then you know what that means. I hope you act responsibly with that knowledge." His voice was heavy and firm.

"You can trust me, Connors, and so can he. I'll see you soon." She hung up and looked towards the clerk, who was staring at her with a cocked head. MJ looked down at herself and remembered that she was still wearing her funeral attire.

_I must be a sight._ She thought.

Her skirt was wrinkled, her hair was a mess from her bike helmet, and there was a red stain on her shirt.

_Please be spaghetti sauce._

She ignored the clerk and paid for her purchase, texting Connors her address as she dashed out of the store. The drive back to her apartment seemed to take a lot longer than she was classically used to. City traffic was always bad, but now it seemed to have the sole purpose of slowing her progress as much as possible. Everything seemed to be moving in slow motion for her and she tried to process the day's events.

_I have a superhero in my house, eating my shitty spaghetti._ She wanted to laugh.

When she finally got home, she raced up the stairs, not wanting to waste time on the elevator.

MJ burst into her apartment.

"Alright Peter, I called Doctor Connors and-" She froze once again.

Peter Parker was gone.

MJ looked at his plate still sitting on the table. His ruined suit was gone and the small window was open, leaving her blinds to flap feebly in the wind. She closed her eyes, exhaling hard out her nose.

_Why can't you ever just make things easy, Peter?_

She left the box of bandages on the bed and walked towards the door, pulling out her cell phone and dialing Connors again.
Peter Parker could run as much as he wanted, but it wouldn't make a difference. Sooner or later, everything would catch up with him, and MJ swore, she would be there to help pick up the pieces, whether he wanted her there or not.

END OF THIS IS NOT MY DESIRE

Chapter End Notes

Thanks for reading,
Mike
Sometimes Peter Parker wishes that it was hard to remember.

If he hadn't gone to that party, they wouldn't have fallen in love. She wouldn't be dead right now.

He could also remember their first kiss. He was walking her home after their first date. Peter had never really gone out with an actual girl before and wasn't sure what he should do. They walked in silence most of the way, not even touching due to their insecurities. They would eventually look back on that time and laugh at their bashfulness.

The front door was looming before them and Peter started to panic.

_**I should kiss her right? I mean, that's something you're supposed to do.**_

A quick glance in her direction and their eyes met; big, blue eyes against dark brown. In the moment before their lips met, her eyes filled with... something. What was it? Was it **hope, love, pity, or fear?** Peter never asked her. He would never get the chance.

He remembered how her lips felt: soft and rather slick with lip balm. His hands crawled up to her waist and her arms slithered around his necks like vines. Their first kiss seemed to go on forever, but it still ended too short.

"Wow." He exhaled, his breath tickling her lips.

"Yeah," She agreed. "Wow."

With a blush and a wave she disappeared into her apartment and he web-zipped home, his feet never touching the ground.

He remembered their first night together.

_Skin, _He realized. _Skin for miles._

There was just so much of her to stare at. No matter how hard he tried he couldn't see all of her at once, he couldn't get enough. Her breath was heavy, though she felt weightless in his arms. Her
fingers twined into his shaggy hair, as they claimed each other, for the first time. After that night, Gwen thought she would be with Peter Parker for the rest of her life. She even told him so.

"I love you, Peter." She had gasped.

"I love you too, Gwen." He had smiled.

She had fallen asleep in his arms afterwards, mouth slightly agape, a small puddle of drool forming on his shoulder. After Peter had gained his powers, he found sleep to be more of an option than a necessity. He took advantage of this ability now, watching her sleep with barely-repressed awe.

He thought of a lot of things that night, things that some people might find weird after only one night together.

*How will our kids look?* He wondered, playing a puzzle game in his head.

Peter wanted a daughter, with her eyes, her hair, and her nose. Basically, he wanted a miniaturized Gwen, one who would grow up to be just like her mom.

*May Stacy-Parker,* He named the imaginary child. *Her friends would call her MayDay.*

He smiled at the nickname and snuggled into the hypothetical mother's neck.

*She would be a total badass.*

He remembered the night her father died. Peter believed he had failed miserably, allowing lives to be lost in his battle with Doctor Octopus. She had called him after she had gotten the news. He hadn't answered, too busy being wrapped up in his guilt and shame. Gwen had suffered alone that night, no soothing voice in her ear. Peter would always regret not being there for her. He would always regret his failures.

*Gwen was mumbling something.*

"What was that?" Peter asked.

"… I hate him." She said.

"Who?"

"Spider-Man."

She would never know his biggest secret. Peter was convinced that if he told her the truth, she would leave him. So he kept her in the dark about his secret life. Lied to her face, snuck out at night, and hid away his wounds. Gwen had no idea. She had no idea what he had done.

He remembered asking her to move in with him. It was at the Christmas Party and she was upset over something, something he couldn't remember. Peter had gotten her a present, a necklace with her initial carved into it. As she had looked up from the jewelry and agreed to his proposal there had been something in her eyes again. Was it *hope, love, pity, or fear?* Peter had never asked, and he never would.
They had moved all the boxes themselves, not having the money to hire actual movers. As she struggled to climb the stairs with a pair of boxes, Peter jogged up ahead with the loveseat. As he dropped the furniture onto the floor, he took in the apartment for the first time. It was small and actually kind of shitty.

There was chipped and faded paint, rusted pipes, and creaky floors. But it was theirs, entirely and irrevocably theirs. Peter loved that apartment. When Gwen finally got to their room, she flopped down on the bed and wiped sweat from her brow. Peter sat next to her and grinned.

He had made some joke, something stupid that he couldn’t even remember. She had laughed and swung at him with a weak punch.

*Her laugh.*

She never laughed enough for Peter's tastes, at least not after her father died.

"Would you ever like to get married?" She asked on night over dinner.

Peter, who was midway through taking a sip, spluttered water over the table.

"I thought I was supposed to ask you." He wiped at his mouth, while Gwen calmly brushed spittle away from her plate.

"I'm not asking," She explained. "I'm just… wondering."

"Yeah, I- I think I would." He stammered, before clarifying. "One day."

"I'd like that." She grinned into her cup as she drank.

He would always remember the night Gwen Stacy died.

The devil himself floated in the air, clutching the girl in his hand. Spider-Man was too far away, he was too slow.

"Tell us!" *The devil roared to the heavens.*

*The mask came off in a flurry of red.*

"No."

Her last word, Gwen Stacy's very last word. Peter would spend the rest of his life wondering what that word meant. What had she been trying to say?

"No."

The girl fell and he leaped. Her eyes; those blues eyes looked up at him, an enigmatic look seared into his mind. There was something in her eyes.

What was it? *Hope, love, pity, fear*...
Betrayal?
Where Have You Been - Part One

Part I of Where Have You Been

The streetlights blurred together into one long line and the wind was a constant hum in her ears. The stoplight flashed from yellow to red, but she ignored the warning and increased her speed. A car blared its horn at her and she responded with a stiff middle finger, never once slowing her progress through the city streets. Her cell phone buzzed in her pocket and she considered pulling it out to check it, however a bump in the road jostled her slightly and reminded her why that was a bad idea.

Doctor Connors can wait. He probably isn't calling with any good news anyways.

Mary-Jane Watson piloted her bike expertly though a small gap between two cars and then accelerated into a turn. Her destination came into her line of view and she had to resist cranking the gas for the final stretch.

After pulling up and parking near the sidewalk, MJ pulled off her helmet and simultaneously shut off her motorbike with practiced ease. She slid off the vehicle and with a quick combing of her hair, jogged up the front steps of the apartment building.

A man goes missing for days and no one thinks to check his damn apartment. Seriously?

The main lobby area was just about as mundane as she remembered. MJ had only been to the apartment a few times and always complained about the lack of interesting decorations.

"Grey, everything is just grey," She remembered commenting. "Would it kill you to find a place with a little bit of color?"

"It's within our price range." Gwen Stacy had shrugged. "Not to mention it's close to the campus and Peter's work."

"It's always about Peter, huh? Peter this and Peter that. Is this what you want, Gwen?"

Gwen looked over to where her boyfriend was chatting excitedly with the landlord.

"Yeah," She said. "It is."

A lump formed in MJ's throat at the thought of her late friend. She swallowed it down though. There had been a time for tears before and there would be time later, but right now she had a job to do. The elevator was apparently out of commission, so she found herself panting as she jogged up the stairs. This was the most exercise she'd had in months.

Why did they have to buy an apartment in the god damned stratosphere? She thought, and then remembered. Oh yeah, I guess Spider-Man would live somewhere like this.

Eventually, she was pounding her fist against the front door in an angry knock.

"Peter," She hissed at the wood. "You better be in there."

More knocking and even one frustrated kick, which rewarded her with a stubbed toe for her troubles.
"Peter Benjamin Parker!" She was louder now. "If you're in there, you'd better be dead!"

A fellow tenant poked his bald head out of his door and regarded the short red-head.

"Excuse me, miss, but could you please-." He began.

"Shove it, cue ball," MJ shot him a look that would have melted steel if focused enough. "Can't you see that I'm in the middle of something?"

The man very quickly shut his door and the click of multiple locks could be heard. MJ glared after the man for a second before sighing and resting her head against Peter's door. Short of kicking the door in, which seemed out of her capabilities, MJ was out of ideas. If Peter wasn't here, then where was he? She had already returned to his old basement to find it deserted, not that she had much hope that he would go back there.

"Do you need something?" A voice asked of her gently.

MJ spun her head, ready to rebuke another unlucky soul, but stopped when she found that she recognized the newcomer. It was Peter's landlord.

"Uh hi," MJ wracked her brain, trying to think of the woman's name. "I'm just… looking for my friend."

"Peter?" The woman offered.

"Yeah, he lives here, right?" MJ glanced at the number fastened next to door frame, reassuring herself that she had the right place.

"Mhmm, I haven't seen him in a few days though." The woman moved up next to MJ and stared at the door along with the younger woman. "I was sad to hear about Gwen's passing, she was a lovely girl."

"Yeah." MJ picked at her nails, wishing that the conversation was over.

"Well if you see Mr. Parker, give him my condolences." The landlord turned to leave. "And tell him that his rent is due in a week." She added.

"Alright, I'll- I'll relay the message," MJ watched the woman move away from her.

If I ever see him.

Now alone, MJ pulled out her phone and found the message left for her by Doctor Connors.

"Checked with Peter's teachers, he hasn't been to class either. You should check at Horizon Labs." The message said.

Horizon Labs; Peter worked there as a low-level mechanical engineer/paper pusher. It was about as good of a place to look as any. MJ typed a response, saying that she would head there the next day. It was already pretty late at night and she doubted that the lab would still be open.

She rode back to her own studio apartment with less vigor than before, feeling the weight of today's events fully for the first time. Going to Gwen's funeral, finding Peter, finding out about Peter, and then losing Peter again, it was enough to make anyone exhausted. MJ need a hot shower, a warm bed, and a change of clothes. Funeral black was so not her style.
"Excuse me, ma'am! You can't go back there."

MJ whirled around and looked at the husky security guard sitting behind the wide desk. She was currently in Horizon Labs, trying to sneak her way across the main foyer and towards a hallway that she hoped would lead to Peter's office. The large facility was bigger than she had expected. It had soaring ceilings and expansive passageways that she would no doubt get lost in, if she was even allowed to explore them.

"I'm just trying to find one of my friends." She explained to the guard, whose name tag proudly proclaimed him as Carl. "He works here."

"Well does your friend have a name?" Carl didn't move from his seat, but crossed his arms in a self-important manner.

"Peter Parker." MJ was instantly sick of this man.

"Oh yeah," Carl leaned over to his computer keyboard and pressed several keys at random. "Let me see if we have him in the database." He pronounced the last word slowly, like MJ had some type of disability. "Here we go, Mr. Parker…" He paused as he read the screen. "Hasn't been clocked in since Tuesday."

"So he isn't here." MJ huffed.

"Nope." Carl slouched back in his seat. "Is there anything else I can help you with?" He asked in a manner that said he really hoped her answer would be: no.

"Actually there is," MJ stamped her foot and clenched her fists at her side, causing Carl to raise an eyebrow. "I want to talk to his boss, or whatever."

"Mr. Modell is a very busy man," He informed her. "You'll have to make an appointment with his secretary."

"But this is important," MJ argued. "If Modell is here, can't I just talk to him for one second?"

"Sorry, ma'am. Like I said before Modell is a very busy man."

"Ugh," MJ threw her hands in the air. "You- you're useless!"

She turned around and attempted to march away furiously, but was thwarted when she slammed into somebody. As she started to fall backwards, an arm shot out and wrapped itself around her waist, keeping her upright. MJ pushed against the arm and stepped back, ready to berate whoever was foolish enough to cross her path.

"Are you alright?" The blonde man beat her to it. "I'm sorry. I wasn't looking where I was going."

"I- its okay," MJ felt the fight drain out of her at the man's words. "Me neither."

She moved to sidestep him, but he continued talking:

"What's a pretty girl like you doing at Horizon Labs?" He asked, a wide grin splitting his face. "There's nothing but computer geeks here."

MJ actually laughed at his words, it seemed like ages since she'd had some lighthearted interaction with anybody.

"I know. I just happen to be looking for a geek." She responded.
"Well then it must be my lucky day," He extended his hand to her. "Eddie Brock."

"Mary-Jane Watson," She took his hand and he shook softly. "And I'm sorry to disappoint you, but I'm actually looking for Peter Parker."

"Well take a number, sister, because it seems like everyone is looking for old Pete. This place is literally falling to pieces without him." Eddie took a moment to readjust his glasses, which had been dislodged by his impact with the small red-head. "Do you have any idea where he's gotten off to?"

"Well I don't know if you've heard," MJ shifted uncomfortably. "But Peter's girlfriend, Gwen, kind of died a few days ago."

Eddie blinked hard and stared at MJ, his face falling.

"Oh my god, that's terrible," Eddie sighed and rubbed a hand through his wavy hair. "I don't blame him then for taking a few personal days. I'll spread the word and hopefully keep some of the bigwigs from giving his job away."

"Thanks, Eddie, that would mean a lot. It was nice to meet you." MJ made to leave again.

"Wait, aren't you going to give me your number?" He asked, feinting confusion.

MJ turned to him and smirked.

"What on earth gave you any idea that I would give you my number?"

"Well we were hitting it off pretty well."

"You think so?" She laughed at him, enjoying the banter.

"Yeah, so well in fact, that you're going to go out with me this weekend." He grinned at her again.

"I don't even know you Eddie Brock," She narrowed her eyes at him. "You could be some kind of creep."

"Oh, I am most definitely a creep. But it's working though right?"

"Not at all."

"Then why are you still here?"

MJ opened her mouth to retort, but felt the words die on her tongue. Why was she still standing around talking to this guy? Because it's easy and normal and fun and everything these last few days haven't been. She answered.

"I'm in a play this weekend." She said dumbly.

"You're in a play?" He raised his eyebrows. "What kind of play?"

"A good one…" She mumbled.

"Well then I'll come see it," He pulled out a paper and pen. "And then afterwards, I'll take you to dinner."
There was something about Eddie Brock that made MJ take the pen and write down her cell number. Maybe it was the well-styled hair, the thick framed glasses, the cocky crooked grin, or the fact that MJ really needed to get going – Peter was still out there.

Regardless, she agreed and signed her name underneath her number with a flourish, before walking to her motorbike a minute later with a new spring in her step.

There was nowhere else MJ could think to look. Everywhere she went, everyone she talked to, she always got the same result: Peter just wasn't there. It wasn't that he couldn't be found, or that no one besides MJ cared to look, it was simply that Peter did not want to be found.

It was really pissing MJ off.

She was currently idling her motorbike in the parking lot of a large department store. It was getting later in the evening and the light of her cell phone illuminated her face, highlighting the few creases and blemishes.

*All this stress isn't doing any good for my complexion.* She poked at her cheek with a finger and sighed heavily.

MJ was in the process of sending another message to Doctor Connors, saying that she would drop by to visit soon.

*I'll get something to eat, and then go to Connors's place to compare results. It's possible that he's had more luck than I've had.*

She pocketed her phone and was about to peel out, when a loud *shout* rang out over the parking lot. She whipped her head around watched as two young men started arguing near the front of the store. They looked like a pair of college students and her suspicion was confirmed when she spotted an ESU emblem on one of their sweaters. She rolled her eyes, not at all impressed or interested in the spectacle, and was about to ride away, when one of the men shouted again.

*I'd recognize that voice anywhere.*

MJ looked back towards the commotion, but her vision was now obscured by a crowd of other college students, all wanting to get a view of the action. Abandoning her bike, she jogged across the parking lot and started shoving her way through the throng of students.

*I'm an actress,* She brooded. *I'm not built for all this running and shoving.*

With a final push, MJ found herself near the inner circle and got a clear view of the scuffle. Apparently there had been some drinking and some foul words, leading to a friendly bout of fisticuffs. The large blonde man swung with a powerful right hook and knocked his classmate down in one punch. The felled student twitched once before going still and the victor raised his hands, roaring in a fit of testosterone and adrenaline.

MJ had been to quite a few parties back in high school and even more now that she was studying theater at ESU, needless to say, she was familiar with these types of fights. A few minutes of excitement that resulted in a few minutes of glory, before all was forgotten. MJ usually considered these pass-times as a pitiful and disgusting display of violence, and this particular confrontation was no exception. She eyed the victor as he pranced around the circle in celebration.

*Flash Thompson, still the same meathead you've always been.*
She waited until most of the students dispersed, some slouching down the street or into the store, before she moved in. Flash had stumbled over to his car and was fishing out another can of beer from the backseat, when MJ tapped on his shoulder.


MJ closed her eyes as the smell of alcohol washed over her, taking a second to try and compose herself.

"Flash, have you seen…" She only just realized how stupid this idea was. "Have you seen Peter Parker lately?"

"Totally, me and Petey hang out all the damn time!" He barked with laughter.

"… Really?"

"Of course not," Flash cracked open his beer. "That asshole is lucky I don't bust his face every time I see him."

*I'd like to see you try.* She smirked.

"Well thanks for your help, Flash. Keep doing," MJ gestured noncommittally. "Whatever it is you do nowadays."

"Remember that one time Parker broke my arm?" He continued talking, apparently not hearing MJ's words. "He ruined me, HJ. He completely ruined me. Cost me every last one of my football scholarships!"

"Yeah that's nice. I'll see you around." She started walking briskly towards her motorbike, desperate to get some fresh air.

"Tell Peter that he'll get his soon! He'll get his!" He shouted after her and continued to shout until she was long gone.

Doctor Connors answered the door before she was even halfway up the front walk.

"Come inside, Mary-Jane," He stood off to the side and motioned her in. "How goes the hunt?"

"About as good as something that isn't very good at all." She shook out of her coat and allowed him to take it from her. "What about you?"

"Well I told you that I went to the college." He led her through the living room and towards the kitchen. "He hasn't been attending his classes."

"Nor work," MJ added. "He hasn't been back to his apartment either. We've literally made no progress."

"Well I wouldn't say that." Doctor Connors sat down at the kitchen table. "Have you been reading the papers at all?"

MJ scoffed and plopped down in a seat.

"Newspapers, does anyone read newspapers anymore?"

"Only old people," Martha Connors interjected, as she made her appearance, entering the kitchen.
and smiling at MJ. "Have you eaten, dear? We were just about to have dinner."

"Yeah I've eaten," She answered quickly and eagerly turned back to Connors. "What are the papers saying?"

"Spider-Man has been working overtime." He answered, stretching over to the counter and grabbing a copy of the Daily Bugle. He slid it over to her. "All over the city, dozens of crimes, you seriously didn't know about this?"

"I really didn't." MJ examined the paper. A small and incredibly blurry photo depicted what she assumed was Spider-Man, flying through the air. After quickly scanning the article, she had to agree with Connors. Peter wasn't sitting in a hole wasting away, he was keeping busy. "What do you think this is?" She shook the paper firmly. "Is he... compensating?"

"That's my guess." Connors took the paper back from her and folded it neatly. "We need to find him and I have a plan."

Martha was bustling around the kitchen, preparing dinner for her husband and son, pointedly ignoring them. MJ leaned forward in her seat and motioned for Connors to continue.

"Well what's you plan?"

"It's simple really. I can map out all the Spider-Man sightings and try to triangulate where he's operating from. It'll be hard since most of the sightings seem random, but I'm relatively sure I can do it."

"I'll help too," MJ was excited now. "I don't have class tomorrow. I can come down after rehearsals and we can work all day."

"It'll have to wait until the afternoon. I'm teaching a class in the morning, but it would be great to have your help."

Martha slammed a pot down on the stove, causing both of them to look at her in confusion. Mrs. Connors turned to them and rested her hands on her hips, adopting her "mom" stance.

"Don't you think Peter can work things out on his own?" She demanded. "He's just been through a massive amount of trauma, with the death of Gwen and his Aunt. Maybe he just needs to work out some aggression. Maybe he needs space."

There was silence for a moment as both Connors and MJ considered her words. Finally, it was MJ who spoke up.

"Peter may be half of a superhero, but he's also half man." MJ stared at the wooden surface of the table. "You're right in thinking that he has some aggression, I mean, who wouldn't? But I'm honestly a little scared to think about what he might do. We need to find him before he gets hurt or... before he hurts someone else."

"What are you saying?" Martha asked. "You think he's dangerous?"

MJ didn't answer, she didn't have to.

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**Part II of Where Have You Been**
The black limousine pulled up outside of the tall building and sat silently for a while. Inside, Harry Osborn shifted uncomfortably in his suit, tugging at the collar. Bernard, his butler/driver/general handler, looked in the rear-view mirror and studied the young man skeptically. It was only days after his father's death, and the unemployed, unschooled, and unkempt, young heir was already expected to carry on the family business.

Things at Oscorp had already been bleak, in the past few years the company has been plagued with disasters. The massacre of over two-dozen scientists, the Electro attack, Otto Octavius's transformation, and most recently the death of the CEO, all pointed to the downfall of the company. Harry Osborn had a lot of weight on his shoulders and not many supporters at his back.

For a moment, Bernard considered starting the car again and driving Harry home.  

*Let someone else handle the business affairs.* He reasoned. *The boy shouldn't rush headlong into things. He should learn from the mistakes of his father.*

*His father.*

Bernard, of course, knew of Norman Osborn's dual identity, as nothing went through the Oscorp penthouse without the butler knowing. However, he kept his silence about the millionaire's sinister pass-time, not just because of his loyalty to the man, but because of the absolute fear instilled by him. Bernard was an old man, a couple of decades away from death, and he had poured the majority of his life into helping the Osborns. It only seemed natural that he cover up Norman Osborn's death, preserving the dead man's his name.

Hiding all the equipment, having the penthouse rebuilt, caring for the traumatized heir, they were all jobs that fell unofficially onto Bernard. Needless to say, the aging man had risen to the occasion, and would continue to until his last days.

Making up his mind, Bernard voiced his thoughts.

"Master Harry, it might be for the best that we return home for the day." He said. "Surely this meeting can be rescheduled."

The sole remaining Osborn glared at his employee, trying to deal with his anxiety through projection.

"No, today is the day." Harry shifted towards the door and unlocked it himself for the first time in years. "I'll see you in an hour, Bernard."

Like the good retainer he was, Bernard tipped his cap and left Harry Osborn standing before the giant monolith that was Oscorp Tower. The building literally scraped the sky. Seemingly bending as it rose, looming over the street and making Harry feel very vulnerable with only his designer suit for protection.

He swallowed all his trepidation, pushing it down with the rest of his emotions. Fear, hatred, betrayal, jealousy, even more fear, all piled up in his gut and burned like a hot ember. Harry was numb to the pain though, he'd been repressing things for years.

With a final adjustment of his tie, Osborn strode up to the tower and waltzed through the lobby like he owned the place.

*As a matter of fact,* He smirked. *I do own the place.*
Alistair Smythe greeted Osborn with not a handshake, but a hug, drawing in his new business partner and patting him on the back in a fatherly way.

"Little Harry, look how you've grown." Smythe crooned, releasing Osborn and stepping back to get a better look at the younger man. "I'm so very excited to continue Norman's work with you."

"As am I," Osborn responded coolly, brushing some dust transferred to him via Smythe from his jacket. "But I'm afraid that I'm pressed for time today, so if we could get down to business…"

"Why of course! Follow me." Smythe grinned and whirled about, leading the way towards a set of elevators. He was dressed in a lab coat, sporting a pair of long insulated gloves and a pair of welding goggles. Smythe looked like a mad scientist, not a potential continuing-business partner. But such was the company of Norman Osborn. "I do most of my work on L5," Explained Smythe as the elevator took them below ground. "Lots of space and plenty of privacy, your father always treated me well."

Osborn nodded, choosing to remain silent. His father had never once mentioned Smythe to him during the short conversations the father and son used to share. In fact, the first time he had heard the man's name was this morning when Smythe had requested the meeting.

What could this be about? Osborn wondered. If he just wants me to continue funding his work, then I would have done that over the phone.

In fact, Osborn would have refused to come at all, if he hadn't deemed it appropriate for the new CEO to make an appearance at the tower.

Better not let all these people forget who they are working for. He had determined.

The elevator came to a halt without as much as a sound, due to the fact that the lift, and really all the mechanics in the tower, was Oscorp technology. Smythe walked briskly into his laboratory, not making any motion for Osborn to follow, though the man did anyway.

"Welcome, Harry," Smythe exclaimed, ever the dramatic. "To my humble abode."

The word 'humble' was by far the biggest understatement ever heard by Osborn. Majority of the large room was taken up rows upon rows of large cubes covered in white sheets. There were also hundreds of poles rising from the floor, holding up a web of cables, which all fed into the cubes. The pole and cable setup reminded Osborn of telephone lines, leading him to believe that they were supplying power to the covered cubes.

"What is this?" Osborn asked, gesturing about the room.

Smythe skipped over to the nearest cube and gripped the sheet that concealed it.

"These," He answered, tugging the sheet free. "Are my greatest creations."

The cube was about ten feet across and just as tall, it was composed of a collection of complex machinery that seemed to have been compressed together to form a more compact shape. The monstrosity glinted in the florescent lights at Osborn, filling him with a sudden sense of dread - made even more potent, by him still having no idea what the machines were.

Smythe seemed to sense his uncertainty, since he pulled out a remote and started quickly punching buttons on it, as he spoke quickly.

"Perhaps a demonstration is in order. These are the newest model of my SS-0 drones or as your
father and I like to call them…" He paused for effect as the machine started to move. Gears shifted, sparks flew, and the whole cube transformed before Osborn's eyes. "Spider-Slayers." Smythe finished, grinning once more.

The robot was taller now and roughly humanoid, bearing a set of cannon-like attachments on its wits and back. It was a dark grey, with lights shining from a set of red eyes that glared down at Osborn.

"Spider-Slayers?" Osborn repeated slowly. "Explain, now."

Smythe nodded and started tapping on his remote again, returning the drone to its original state.

"Norman was a great man with many great ideas that unfortunately he will not be able to see fulfilled." The scientist covered up his creation again before turning back to his guest. "I know that your father was the Green Goblin."

Osborn stiffened and Smythe allowed the younger man a second to process his statement before continuing:

"Not to worry your family secret is safe with me. Norman considered it beneficial to his cause to include me in his plans."

"Just- just what were his plans?" Osborn tugged at his collar again, he was starting to sweat.

"He gave me the opportunity to do what I do best, create masterpieces. What he did with them after the fact was entirely up to him, not that his purpose didn't excite me." Smythe was starting to ramble.

"Yes, but what are they for?" Osborn demanded.

"He wanted me to hunt down the Spider-Man and kill him." Smythe answered simply. "Norman claims to have known his true identity, but he kept that little tid-bit of information a secret. He wanted deal with the vigilante himself, but was smart enough to have a backup plan. Although," He chuckled darkly. "Apparently he took things a little too far."

Osborn snorted at another harsh understatement.

'Took things too far', more like got himself killed.

"I intend to… finish the job." Smythe continued talking, tapping at his chin with a finger in thought. "If you'll continue funding me of course, like your father before you."

There was moment of silence as Osborn fully understood what was being asked of him and what it truly meant. Could he really do this? Osborn might not be pulling the trigger himself, but this was about as close as it got.

Should I give him what he wants?

Smythe didn't know. This was all too much to process.

"Perhaps you need to be reassured that this is a solid investment." Smythe offered, reading Osborn's indecision with ease. "Come this way." Smythe led the way down an aisle between the sleeping Slayer drones, heading towards the far wall of the laboratory. Osborn watched as the number of power cables started to dwindle until there was one wire left, which originated from a hole in the wall. "As you can imagine my drones are incredibly powerful and therefore require
quite a bit of energy." He positioned Osborn so that the man was facing the wall, before moving over to a display and typing into a keypad.

The wall shifted and slid apart, revealing a hidden room underneath Oscorp tower. Osborn saw what was powering the drones and felt a smile creeping on to his face, the first one since his father's death. This changed everything.

"How is this possible?" Osborn asked, his eyes shifting for a moment to glance at Smythe.

"You'd be surprised at what we have down in these catacombs, Mr. Osborn." With the press of a few keys, the walls slid shut again. "All I need is one more signature on one more check and…" Smythe rubbed his hands together, generating heat. "A sample of Spider-Man's DNA."

"No." Osborn responded instantly.

"What?" Smythe looked confused. "My hounds cannot track without a scent, I need a sample."

"That's not going to happen." Osborn clasped his hands behind his back and spoke firmly. "With his DNA you could find his identity. You can have my money Smythe but not my secrets. You will find another way to track Spider-Man."

"D- do you know how hard it will be to track him on mere visuals alone? Without his specific DNA it will take simply too much time to track him down." Smythe spluttered.

"You have my answer. If your Spider-Slayers are as powerful as you claim, then they'll have no problem getting the job done."

When Smythe didn't respond to his obvious jib, Osborn smiled and held out his hand. After a second, Smythe took it and the two men shook.

"Now, where do I sign?" Osborn asked.

It started to rain that night. The wind hurled the droplets against windows and walls trying to beat their way into any crevice they could find. With winter fast approaching, the rain would soon turn to snow, so despite the ferocity of this particular storm, the people of the city rejoiced in this final act of fury.

To this particular woman, in this particular moment, the violent rain perfectly reflected her disposition. The wind howled in pain and the water never stopped flowing, and she sat alone, broken just like the weeping sky. Her apartment was so big now, so empty. There were no happy voices, no sturdy footsteps, no steady breaths, just the wind pounding against her skull.

She tucked her legs closer to her chest and buried her face in her knees. More than anything, the woman wanted her tears to pile up on the floor and not just soak into her sweater. She wanted the tears to pile up and pile up until she drowned in them, until there was nothing left in the apartment at all. She would be happy then. She would be happy and dead.

The wind slammed against the window actually flinging it open and pouring some of the water onto the carpet. For a moment her heart leapt, maybe her dream was coming true: if not death by tears, then death by rain. The woman could settle for that.

However, the window shut itself and the water stopped, closing off her salvation. The woman looked up at the sound and her lip curled up in a snarl. It wasn't the water she saw, it was the wind.
"What?" She demanded. "Have you come to kill me too?"

There wasn't a response, just a rustle of fabric, a few unsteady footsteps and a choking breath. The visitor leaned in and whispered in her ear, just two words. The woman turned her head away from him, not wanting his words.

"It doesn't matter," She spoke and her voice wavered. "It... just doesn't matter. It's too late."

Despite what her words said, her eyes spoke the truth and the visitor retreated from the woman. The window opened again and the rain replaced the wind.

After she heard the final click and the rain stopped pouring in, she buried her face again and wept harder. She replayed the words in her head:

"I'm sorry."

She was alone again, alone in her big empty apartment. No husband, no daughter, just two words were all she had left. Two words spoken like the wind and gone just as quickly.

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**Part III of Where Have You Been**

Things were not going according to plan.

"What the hell, man?!" Boomerang exclaimed, staring opened mouthed at his partner. "Why did you do that for?"

"He was giving me a weird look." Shocker growled, hefting a sack of money onto his back. "He'll be fine. It was a low-level blast."

Boomerang took a few seconds to examine the guard that Shocker had attacked and sighed with relief, seeing that the man was still alive.

"Come on, Boomie, leave him." Shocker called, waving the other criminal over.

Moving quickly, Boomerang grabbed a money sack and followed his comrade out of the vault. All of the people within the bank had run screaming out into the street at this point, allowing the two men to cross the lobby undisturbed.

"We gotta move fast," Boomerang huffed, walking lopsided due to the weight of the cash he carried. "The cops are probably on their way now."

"Screw the cops, man. We can handle them, no problem."

"It's not just the cops though." Boomerang reminded, shutting up Shocker instantly.

The truth was, Boomerang didn't even think for a second that it was a good idea to rob a bank at this time. Spider-Man had been zipping all across the city scooping up bad guys left, right, and center. It seemed extremely risky to ride everything on the hope that they could just slip under his radar.

Not wasting time with the doors, Shocker unloaded a sonic blast into the wall, blowing a sizable hole into the front of the bank. Boomerang scowled, Shocker was starting to become more of a liability than an asset. He seemed to get off by taking out that security guard, blowing holes in walls, and generally causing a scene.
Maybe it's time to look for a new business partner. Boomerang thought. I hear The Ringer is looking for some company.

The whine of sirens suddenly brought Boomerang from his ponderings. The pair of would-be bank robbers was caught halfway across the street, as police cruisers popped out of the woodwork and surrounded them. Boomerang watched as an officer stepped out of her car and brought a megaphone to her lips.

"Listen up!" She called. "Shocker, Boomerang, drop the money and your weapons on the ground now!"

Shocker turned to Boomerang and hissed at him:

"Jean DeWolff, recent replacement for one Captain Stacy. What do you say about giving this newbie a proper welcome to the force?"

Boomerang thought for a second. He honestly didn't want anyone else to get hurt, but then again surrender wasn't really an option for them.

There's no way in hell I'm going back to The Raft.

"Light 'em up." Boomerang agreed, nodding and dropping his cash whilst pulling a boomerang from his belt. He heard the sound of Shocker's gauntlets blasting away to his left and the shouts of officers as they fell prey to the sonic projectiles. Winding up his entire body, much like a baseball pitcher, Boomerang whipped one of his specially created "Razorrangs", (Patent Pending), directly at the new police captain.

DeWolff's eyes widened considerably as the spinning blade advanced towards her at an alarming rate. Throwing herself to the ground, she covered her head with her hands and heard a screech of metal as the boomerang shaved off the top of her car door.

She rolled on the ground and brought out her pistol, firing from the prone position at her attacker. Boomerang retreated and Shocker stepped forward, deflecting the bullets easily with sonic blasts. He then proceeded to unleash a wave of energy that flipped police cruisers and lifted DeWolff into the air. She crashed down back onto the pavement, feeling her collar bone snap at the impact.

DeWolff could hear her fellow officers taking cover and calling for back up, but the sudden pain in her shoulder prevented her from moving for the time being. She curled herself up, attempting to make a smaller target for the next attack.

"That's right, assholes!" She could hear Shocker shouting. "You're dealing with the real deal now. Hopefully you'll think twice before messing with Shocker and Boom-"

He was abruptly cut off and there was a heavy thud as something fell to the ground. DeWolff forced herself to sit up and turn to face the two criminals again, only to find that the situation was already being dealt with.

Spider-Man was now in the middle of the street, crouching over a fallen Shocker and pounding the criminal repeatedly in the gut. Boomerang stood of the side, still shocked at the vigilante's sudden appearance. With a final punch, Spider-Man stepped away from Shocker and left him lying on the street, unmoving.

Boomerang's heart clenched in fear as Spider-Man turned to him. This wasn't the Spider-Man he was used to, the one who leapt out the sky and introduced himself with a terrible one-liner, before webbing him up and leaving him for the cops. This man was entirely silent and clothed in a terrible
excuse for a Spider-Man suit. Large black patches had been sewn hastily onto the material, covering gaping rents and tears in the material. One of the lenses was the usual white, while the other was a reflective black, as if cannibalized from a pair of sunglasses. He looked like a monster, a monster that was now bearing down on the Boomerang.

The criminal moved quickly and brought his arm up with another Razorrang. However, Spider-Man was much faster and ripped the projectile from Boomerang's grasp, before throwing it the ground with a metallic clang. Boomerang felt long, strong fingers wrap around his neck and hoist him off the ground. What followed was a barrage of punches that connected with his chest and face, causing him to swing back and forth in Spider-Man's grasp.

A punch landed on his temple and his vision swam, blackness started to crawl across his eyes.

*Why isn't he stopping? He should have stopped by now. I'm not fighting back.*

DeWolff watched the beating and climbed to her feet unsteadily, calling out as she rose.

"Spider-Man! Stop that now!"

Spider-Man didn't seem to notice. He was too busy preoccupied making sure that Boomerang never robbed a bank again, or even take a piss without the help of a nurse. DeWolff ran through a list of options in her head. She could let Spider-Man kill Boomerang, or she could put an end to this right now. DeWolff scanned the ground, looking for the pistol that had been thrown from her grasp. She needed to find it now. Boomerang was running out of time.

Spider-Man pulled back his arm for another punch but stopped when a voice croaked.

"Wait," Boomerang wheezed. "Please."

Spider-Man almost laughed.

"No," He growled. "No more waiting."

DeWolff found her gun lying next to the curb. She wrapped her hand around the grip and raised the weapon, crouching down to gain better accuracy.

*Sorry Pal,* she thought. *I hate to do this.*

Her finger started to squeeze on the trigger.

There was a flash of white and sharp pain in her hand as the pistol was knocked away from her again. DeWolff whipped her head up, ready to defend herself against this new attacker, but Spider-Man's savior was already rushing away. The police captain watched as the strange woman rushed forward and grabbed onto Spider-Man's arm

*This night just gets weirder and weirder.*

Spider-Man felt a hand grip his bicep and he twisted away, letting Boomerang fall to the ground in a heap. He whirled on the newcomer, but froze in his tracks once he got a good look at her.

"Well hello there, Spider," The Black Cat put her hands on her hips. "Care to explain exactly what is going on here?"

Spider-Man didn't answer. Instead he glanced over towards DeWolff. The captain and the rest of her forces were a little battered but mostly uninjured, actually collecting themselves and starting to
advance towards the scene outside of the bank. With the criminals apprehended and the civilians safe from harm, Spider-Man decided that his job was done.

He raised his arm to the sky and pulled himself away with a well-aimed bio-cable. It was an extremely unwise decision. Felicia was not one to be ignored.

With a click and a hiss, she fired a grappling hook after the fleeing man and followed after him. The Black Cat touched down on a rooftop and scanned the area, eventually finding him scaling another wall on the far side of the rooftop. She dug her feet into the gravel roof and sprinted towards him, her white wig drifting in the wind behind her.

*What the hell is he playing at? I haven't seen him in months and he's going to act like this? I thought we parted on good terms.*

The Black Cat leapt and slid her claws neatly into the brick wall, clambering up only slightly less gracefully than her target. The game of cat and mouse didn't last long. Once she had reached the top of the wall, she found him waiting for her. Both of his mismatched lenses glared at her with a fraction of the intensity the real eyes beneath projected. She straightened up and patted some dust from her suit, before returning her hands to their place on her hips.

"What the hell was that?" She demanded. "If you didn't want to talk in front of the cops then you could have just told me, Spider. There's no need to be running off," Felicia advanced on him, her hips at full sway. "Unless you want to be chased, that is."

Spider-Man snorted and stalked away from her, making his way across the new rooftop.

"Go away, Felicia." He said in a clipped tone.

"I thought you'd be happy to see me." She jogged after him and positioned herself in front of him. "I mean it's been while, surely we have some catching up to do." Felicia poked at his chest with a finger. "You look thinner, taller too, and your suit," She traced one of the patches. "What the hell happened to you?"

He didn't answer, choosing instead to brush past her and continue his way towards the edge of the building. Felicia glared after him.

"If you don't want to talk to me that's fine," She caught up with him again. "I didn't come back to this godforsaken city just for your benefit. I want to know what happened to Gwen Stacy."

This caused Spider-Man to halt his movements entirely. He now stood rigid, silhouetted against the moonlight. Slowly he turned his head to face her.

"Why? Don't you read the papers? It's all they talk about." His voice was low and he spoke slowly, making sure she understood every word.

"I have read the papers. Gwen was a friend of mine." Felicia explained. "You were there when it happened. I have a right to know what went down."

"You have a right." Spider-Man repeated, scoffing at her words. He turned and took another step away from her, before wheeling back suddenly and leaning in close to her face. "Where the hell were you!?"

His shout was so sudden and so loud on the quiet night, that Felicia literally jumped into the air and retreated a few steps.
"What?" She asked, raising her hands slightly in defense.

"I was there for you," He didn't move any closer, but held his ground. "With the Silver Sable and the Chameleon. I helped you out, Felicia, and when it mattered most to me, you were gone."

Felicia stared at him blankly for a second, before his words struck home.

"You're trying to pin this on me?!" She roared back, leaning towards him in disbelief. "I had my own shit to work out. How the hell was I supposed to know this would happen? You're the hero dammit."

"No, I'm not!" He shot back quickly. Spider-Man looked like he was about to retaliate once more, but stopped, letting his shoulders sag slowly. "It can't all be my fault, Felicia." He said quietly.

"From what the papers are saying, it isn't all your fault. The Green Goblin was there too apparently."

"He was." Spider-Man nodded tiredly.

Felicia took a step forward and rested a hand on his arm.

"Look, Spider, I need to know what really happened." She scratched at her wig and spoke quickly. "I came back when I heard the news and went straight to her apartment, but neither Gwen nor her boyfriend, Peter, was there. I need to find Peter, make sure he's okay."

"Well good luck with that." Spider-Man scoffed again and shrugged off her hand. "I can't help you, Felicia. I don't have anything else to tell you."

She glared at him fiercely.

"Why do you say 'good luck with that', like you know something I don't." "What?"

"Did I stutter?" She cocked her head to the side and asked. "Where's Peter Parker?"

Spider-Man didn't answer for a moment. He just rubbed the back of his neck.

"He's… not here," He said. "… Anymore."

"You're lying." Felicia said, taking a step back and forming fists. "He's not dead too. He can't be."

Spider-Man actually laughed at this, his vocal cords twanging painfully at their lack of use.

"He wishes he was." Spider-Man sighed deeply and looked at Felicia, staring past her goggles and into her eyes. He silently said a swift prayer.

The Black Cat cocked her head to the side and looked at Spider-Man with a great amount of scrutiny. She saw past his ruined suit and his new gruff persona, past the mismatched lenses and into the red puffy eyes with their long, dark circles. Slowly, so very slowly, she took a hesitant step forward and reached up with a shaking hand. The mask had a seam where it touched his neck and she peeled the fabric upward, exposing inch after inch of skin at an agonizing rate.

Eventually the mask came off and she held it in her hand, squeezing it tightly in her fist. This was impossible, illogical, and perfect all at the same time. She scanned his face quickly absorbing everything there was to see. Eventually she smiled, a sad smile.
"Oh Peter," She gasped as the tears started to fall. "Oh Peter, I'm so sorry."

"Don't be." His voice cracked. "I'm okay."

"No, no you're not." She reached for him, but he stepped away, trying to create distance. "Peter, let me help you."

"With what?" He was crying now, shaking violently from deep, wracking sobs. "I don't need help, Felicia. Not from you, not from anyone. I'm handling this."

"You're handling it poorly though. You need to sleep and eat and… Peter," She grabbed his arm and yanked him hard, forcing him to face her. "Peter, you're dead on your feet."

"Stop calling me that." He snapped, wiping at his eyes.

"What? Your name?"

Spider-Man nodded.

"Someone might hear," He held out his hand. "Give me my mask."

Felicia clutched the mask to her heart, keeping it away from him.

"No one can hear us, Peter. There's no one up here but us."

"Give it to me."

"No. You aren't going to hide away from this."

He lunged at her, scrambling for the piece of fabric. Felicia had anticipated this though and in his bedraggled state, she easily avoided him. The mask wrinkled in her hand and she held it away from him at arms-length like a school yard bully.

"Don't make me hurt you." Spider-Man growled, recovering from his failed attempted to snatch back his security.

"I need to talk to, Peter." Felicia said, ignoring his threat. "Is he in there?"

"I don't want to play this game, Felicia."

"This is about as far from a game as it gets. You're hiding behind Spider-Man, and you can't do that. You need to come to terms with things."

"I'm not hiding dammit," He shook with a familiar rage. "I'm out here making a difference."

"Oh yeah, killing Boomerang would have made the world such a better place, wouldn't it?" She taunted. "That's not Peter. He would never hurt someone like that."

"Just fuck off, Felicia." Spider-Man swore and made another grab for the mask, but she leapt back, landing on the ledge of the building and dangling the fabric over the street. "Dammit! Why the hell do you even care? Just go back to wherever you ran off to and leave me alone!"

"Let me talk to, Peter." Felicia repeated, balancing perfectly on the edge of space.

"Peter isn't here!" Spider-Man yelled throwing his hands in the air. "He is a weak, stupid, kid that made the biggest mistake of his life and got the woman he loved killed. I don't need him anymore,
"He was holding me back."

"He was holding you together!" Felicia screamed back, raising her voice for the first time. "Spider-Man and Peter aren't two different people. They can't be. You can't shut off one side of your brain just because you can't handle something, that's not how it works. You need Peter to stop you."

"Stop me?"

"Yes. To stop you from doing something you'll regret."

"It's too late for that!" Spider-Man cried. "I've already killed people!"

Felicia was caught off guard by this. At first she was about to deny it, her mouth was already opening with a retort, but then she saw the look in his dark eyes. Felicia knew that look. It was the look she saw in the mirror almost every day after she had killed the Kingpin.

"Wh-who were they?" She asked, afraid to know the answer. "How many?"

He looked at the ground. The roof was rocky and porous and he searched for a design in the gravel, but he couldn't find one.

"How many people have I killed?" He didn't look up, but he heard the whistle her wig made as she nodded. "Directly or indirectly?"

"What the hell is that supposed to mean?"

"My Uncle Ben and Aunt May, Gwen and her dad, Max Dillon, all of them are dead because of Peter Parker."

"That's not true." Felicia said, gradually stepping down from the ledge and joining Spider-Man back on the roof. "It's not all your fault."

"But it is." He kept his gaze fixed downward. "The burglar who killed my uncle, I killed him so easily. It was like nothing. Then Norman Osborn, the Green Goblin, I... I didn't want to do that. But if I had done it sooner, then she would still be alive."

*Norman Osborn was the Green Goblin?* Felicia filed that information away for later.

"You can't think like that." She said. "It was Spider-Man who killed those people. Peter always tried to tell me that killing was wrong. He always knew what the right thing to do was." He shook his head over and over, closing his eyes. Spider-Man didn't resist as Felicia wrapped her arms around him and pulled his face down onto her shoulder. There were both silent and she held him.

"Let's get you home, Peter."

"I can't- I can't go back there."

*His apartment. THE apartment*

"Come on," She took Peter by the hand. "I have a place."

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**Part IV of Where Have You Been**

Peter knelt down and gripped the handle, pulling the hatch open in one smooth pull. The darkness of Felicia's safe house peered up at him and he turned to look at her again.
"I think I heard some sirens, I should-"

"Shut up." She interrupted, jabbing a finger downwards. "Get inside."

He complied, though not without a few grumbled insults that would have earned him a scratched-up face if Felicia had heard clearly. With a flick of the lights, the darkness fled and Peter closed the hatch once more.

"You've redecorated," He looked to Felicia as she leapt to the ground. "I don't like it."

It had been a few months since he'd last been in the small space. The once bare cot was now covered in a pile of blankets, a picture of a tabby cat was pinned up on the wall, and the workbench now had a mirror resting on its surface. The place was hardly livable, but the new additions made it look more occupied than before.

Peter crossed to the painting and flicked the frame with a finger.

"Cute."

Felicia walked to the massive chest and started rummaging around within.

"Thanks, it was gift." She pulled out a wad of tin foil and held it out to him. "I don't buy many groceries, so this is really all I got."

"I'm not hungry." He reaffirmed, pretending to be interested in the simple art.

With a huff, she threw the food to the ground at his feet.

"Eat it, now."

She turned away from him and tugged off her wig and goggles, brushing at her dark hair with her fingers. A quick glance over her shoulder caused her to smirk, seeing him gingerly pick up what was his first meal in days.

"So where did you go?" He asked, once a moment had passed. "After you had finished with the Kingpin."

"South," She shrugged. "I spent some time on the coast, did some shopping, got a tan. You know, a little of this and that."

Peter rolled his eyes, thinking about the type of 'shopping' Felicia did. At one point and time, he would have reprimanded her, but now he didn't have it in him. The woman rose from the trunk and turned around to face him. She had changed a lot in the time she was away. The word he would use to describe her would be: healthy.

Her hair was cut short again, nearly a crew cut in length. She did in fact have a slight tan and was no longer as hard-faced as he remembered her to be. Peter had the sudden urge to reach out and touch the scar that curved down her cheek, but decided against it, shaking his head slightly and picking at his food.

"You can take the cot if you want." She stretched towards the ceiling, nodding at the small piece of furniture.

"No it's your place. I'll be fine on the floor."

"Suit yourself." Felicia moved over to the cot and dumped some of its blankets on the floor,
making him a place. She straightened up and gave him a once over. "You don't have anything else to wear do you?"

"No."

She scratched at her head again and looked away from Peter. Thinking for a moment, she bit her lip and spoke softly.

"Tomorrow I'll uh… go to your apartment and get some stuff for you, if that's okay."

"That's not really necessary. This," He gestured around the room. "Is just for the night."

Remember when you took me in? She wanted to say. I said the exact same thing then too.

"That doesn't matter. You can't stay on the run forever, you know." She fell back onto the cot, deciding to keep her catsuit on for the night with Peter there. "Make a list of stuff you want and I'll get it for you."

Not waiting for a response, Felicia rolled on her side and put her back to him. She listened hard and heard him sigh, before reluctantly sinking to the floor. He groaned as his aching muscles loosened slightly and the second he closed his eyes, sleep overwhelmed him.

She listened to his uneven breaths for a long time, simply unable to fall asleep. In her entire life, Felicia had pined for only one person and tonight she had realized that person was actually someone else, someone who had at one point cared for her as she was now caring for him. It was a confusing feeling, a sense of weightlessness in her chest and emptiness in her stomach.

Things are different now. We're both different, but the exact the same. We can be alone together. Blondie isn't here anymore to-

Her mouth opened in shock as her mind ran away from her. Felicia felt the blistering thought floating in her brain, burning against her skull.

She felt evil.

She rolled over to face him, and watched the man as he slept on her floor.

He was still asleep when she woke up in the morning. Felicia rubbed at her eyes and sat up, looking down at his prone form. She didn't know what she was honestly expecting, for him to look peaceful or serene. More than anything else, he looked agitated.

His eyes shifted constantly under his closed lids, his lips twitched in a silent monologue, and his hands were clenched into tight fists. Felicia fought the urge to wake him and break his strange spell. The more he slept the better.

She got up with a purpose, changing quickly. Grabbing a spare backpack from her trunk of tricks, she slung it over her shoulder, then cast about for a scrap of paper to leave a note.

"Went to your apartment - be back soon. Don't leave."

Felicia looked at her message and furiously scribbled out the last two words. They sounded pathetic and childlike, like she was begging him to stay here in her tiny home. Peter wouldn't just pick up and leave without warning, but then again Peter wasn't necessarily in his right mind.

Taking the risk, Felicia left the note on the cot and clambered up the ladder. He hadn't left a list
like she had asked, so she would just have to wing it.

*He only needs clothes, this shouldn’t be too difficult.*

She took the train, slouching in her seat and closing her eyes to ward off possible conversation partners. Felicia had lived her entire life in the city, and she had thoroughly enjoyed her vacation away from the concrete jungle.

*There’s just too much noise, She concluded. I don't miss the public transportation either.*

Maybe one day she would move out into the country, away from all the lights and sounds. Maybe one day she would settle down. Felicia could wake up in the morning, do her average job, and then go to bed at night. No one would be robbed, murdered, or hurt. Some days Felicia felt that she would trade anything to have a different life.

Then she thought of leaping across rooftops and flying across the sky and felt that she wouldn’t change a single thing.

Felicia left the train and jogged back to the streets. She was familiar with the route to Peter’s apartment, having lived there for a short period of time. However, the trek up the stairs seemed longer than ever before. When she had first returned to investigate Gwen's death, she had practically raced up the stairs and had nearly broken down the front door when no one had answered. But now Felicia took her time, already knowing what she would find inside the former dwelling.

She didn’t waste time with the doorknob, sliding her pocket knife into the crack between door and frame and popping it open with a *click*. The door swung open slowly, *creaking* on its aged hinges. Felicia swallowed hard, the apartment was a wreck.

Shards of glass were scattered everywhere, absolutely covering the ground and the light blue futon in the living area. Felicia went there first and carefully brushed the glass from the futon. She sighed and looked around once more.

There was a fist-sized hole in the wall, giving her a view into the small bathroom. The tile there was covered with plaster and a small radio sat cracked among the debris. Felicia knelt down and picked up the radio, turning it over in her hand and pressing the button experimentally. The small box remained silent in her grasp, completely dead.

Dropping the artifact to the ground, Felicia stood and opened the medicine cabinet.

*The faster I get out of here the better.*

There were a collection of pill bottles in the cabinet, mostly antibiotics, a few painkillers, a box that Felicia recognized as Gwen's allergy medication, but nothing really of use. She shut the cabinet harder than strictly necessary and went back to the living room. She attempted to put-off going to the bedroom for as long as possible, despite knowing that it was the one place that she needed to go.

In all honesty, Felicia had never been allowed in the couple's rooms. It had been some kind of unspoken rule that she had never thought to break. It wasn't anything special, an old mattress, a nightstand, a dresser, and a closet. All of her trepidation seemed to be unwarranted.

*It's not like her ghost is waiting for me in the closet, so she can send me to hell.*

She slipped her bag off and dropped it on the bed, then went to the dresser, pulling the top drawer
open to find that it was completely divided neatly in half. On the right was a jumbled mess of wadded t-shirts, while on the left there were neat rows of sweaters and blouses. Felicia grabbed several of Peter's shirts and threw them behind her towards the bed.

The second drawer was split as well, although with undergarments. Fighting the heat that flooded her cheeks, Felicia removed some boxers and shut the drawer quickly. The final drawer contained strictly socks, much to her relief. She grabbed a bunch with her hands and straightened up, planning to deposit them on the bed as well. She stopped though when she heard a dull *thunk*, as something solid slid from her grasp and hit the ground. Dropping the clothing on the bed, Felicia stooped and picked up what had fallen.

Her heart rate spiked and she swallowed hard, gazing at the tiny object like it might suddenly bite her like a snake. It was only a box, small, dark, and covered in a smooth felt-like fabric. Felicia's hand started to shake.

*Put it back.*

Sliding a long nail under the lid, Felicia flipped the box open and watched as the engagement ring winked at her merrily.

*Come on Hardy, what are you doing?*

Very carefully, like a surgeon, she plucked the ring from the box and slid it onto her own finger. The cheap stone seemed to absorb all the light in the world and shine it directly into Felicia's eyes, blinding her. However, she endured to brightness, feeling the weight of the jewelry on her slim finger.

"Oh Peter," Felicia whispered softly, never taking her eyes off the ring. "I'm so sorry."

A tear leaked from her eye and she batted it away angrily with her free hand.

*I'm sad.* She realized. *I'm really sad.*

But why was she sad? Was she sad to think about all the things Gwen would never have? Or even Peter for that matter. Their whole lives were ahead of them when tragedy had struck and now all the plans, all the hopes and dreams were gone. It was truly depressing, of course, and it would have been easy to lie and claim this to be the cause of her sadness.

But Felicia knew the truth. This tiny ring reminded her off all the stuff she would never have. All the things that she told herself she didn't want.

*All the things I don't need.*

She ripped the ring from her hand and slipped it back in the box, but instead of returning it to its original (if poor) hiding place, Felicia stuffed the ring, along with the clothes, into her bag and slung it over her shoulder. A final look around the bedroom for anything useful, and then she left. Walking past the ruined bathroom wall, the shattered window, and the light blue futon, Felicia left the apartment and never once looked back.

Deep underground, beneath Oscorp tower, Alistair Smythe rubbed his hands together as he walked briskly down a corridor. The habit was actually more a tick than anything else. Since he had been a small child Smythe had rubbed his hands together whenever he was excited or happy. His mother
used to smack him over the head and claim that if he kept it up, his fingerprints would rub clean off.

That of course was a lie. His mother, according to Smythe, was about as dimwitted as a person could possibly be and he did not mourn her passing like he did that of his father.

Childhood memories aside. Smythe just so happened to be in a hand-rubbing mood at this very moment. He had been in his lab, putting some of Osborn's money to good use making new Spider-Slayers, when his pager had buzzed with a message.

It wasn't an ordinary pager though, in fact there was only one reason it would buzz at all. Spider-Man had been sighted and some low-profile Slayers were in position to attack.

Smythe barley resisted clicking his heels as he entered the control room, from which all of his Slayer drones could be controlled. A lab technician, at seeing Smythe, leapt up from his chair and moved to address the scientist.

"Sir, we have a location for-"

"Of course you do." Smythe interrupted, tapping the pager at his hip. "Cut to the chase, boy."

"On the evening patrol," The technician began, leading Smythe over to a computer and pointing at the screen. "SS-28 caught this image." On screen, an unmasked Spider-Man and some woman were descending through some sort of trap door on a roof.

"His mask is gone. Please tell me you got a shot of his face." Smythe squinted at the back of… someone's shaggy head in the picture.

"I'm afraid not sir, the drone couldn't recognize Spider-Man without the mask and therefore didn't investigate. We only saw the image this morning."

"Damn, oh well." Smythe rubbed his hands together. "Get some drones and there to flush him out."

"Well..." the technician began to explain. Smythe hated it when anyone started a sentence like that. It usually meant he wasn't about to get what he wanted. "To get any of the SS-A's out there, it will probably be another few hours. They need to get charged up and loaded with ammunition."

"Screw the Advanced Slayers how many Recon Drones do we have out there?"

"SS-28 and SS-29 are in the area sir, but do you think it's a good idea to send them in? They don't have the fire power of a SS-A."

"I know this!" Smythe screeched throwing his hands in the air. "I invented the damn things. Spider-Man might be gone soon, and who knows when we'll get another opportunity like this. Now push the button before I push it with your face!"

The technician swallowed.

*I need a new job.*

He pressed the button.

Felicia made her way back towards the safe house, a heavy back pack on her shoulder and a warm bag of breakfast tacos in her arms. It was officially winter now, another productive summer giving way to the cold darkness of the later months. A cold wind blasted her front and Felicia took a
moment to zip up her leather jacket, preserving her core body heat. She looked up at the surrounding rooftops and tried to image the sheets of snow and holiday decorations that would soon be covering them.

Felicia was never a big fan of the holidays, her initial flame of childhood wonder having been stamped out at a young age. Not that she minded that much. The festivities were more trouble than they were worth.

Against her will, she imagined Peter and Gwen walking arm in arm down the street, looking into store fronts and sharing a hot chocolate. The images sickened her, not just from the inherent cuteness, but from the vividness at which her imagination worked.

Her brain seemed to sense her distaste, and brought forth more fractured daydreams that made her stomach roll over. Peter was still there walking down the street, and there were the same store fronts and same the hot chocolate. Everything was the same except for the girl.

Felicia bit the inside of her cheek and quickened her pace. She needed to get off the streets as soon as possible. She would never set foot in her safe house again though, as a loud roar echoed overhead, much like that of a commercial airliner flying low to the ground.

Felicia's head shot up and she watched as two… robots zipped ahead of her, heading straight for the safe house.

"What the hell?" She gasped.

To her credit, Felicia reacted quickly. She dropped the bag of food and started sprinting flat out down the sidewalk. Although her backpack could possibly slow her down, she didn't take the time to remove it. She just ran.

Other people on the street stopped and stared at the strange machines, pulling out phones and snapping quick pictures. Felicia bowled over an older woman as she ran; only feeling a slight pang of regret as she heard the woman cry out from behind.

She didn't know what the robots were doing or where they came from, but she knew from experience that when something looks dangerous, it probably is. The robots came to a halt, at least a dozen yards away from their target building and hovered motionless in the air. Her heart leapt into her throat as Felicia saw the robot's arm shift and point directly at her hidden base.

They're going to attack! She thought. Peter's still in there! I'm too far away, I can't do anything, I can't-

Felicia stopped in her tracks and sucked in a mighty breath. She screamed as loud as she could.

"Peter!"

His eyes shot open at the same time bullets started ripping though the wall to his left, shredding the structure like it was made of paper. Peter rolled to the right, away from the source and towards the workbench. Crouching underneath the bench, he reached up and scrambled for his mask that Felicia had left there.

His fingers encountered fabric and he yanked his mask down to him, pulling it quickly over his face. The bullets flew fast and hot, actually passing though the safe house and out the other side. From what he could tell, whoever was shooting at him was making great sweeps with their aim, attempting to cover every inch of the area with gunfire. It would be a matter of seconds before his
hiding place was full of lead. He needed to act fast.

Assuming a runner's stance, Peter knelt down and faced the origin of the projectiles.

*This is a really bad idea.*

He pushed off and shot forward, running straight towards the slowly collapsing wall. At the last second, he leapt and crashed through the remaining bricks. For a moment all he could see was dust. Then his vision cleared, and frankly, Spider-Man didn't have the slightest idea what he was seeing.

Two flying robots were waiting for him on the other side, both aiming at him with pairs of massive guns and firing wildly. Running purely on instinct, Spider-Man shot a bio-cable at the nearest one and yanked himself over to it. The robot's thrusters kicked into high gear, as it tried to retreat from its incoming attacker. But it was too late. Spider-Man landed on the robots chest and clung to it, driving a fist into the metal plating there.

The armor dented, but refused to give and the robot responded by spinning like a top, trying to dislodge him. Spider-Man pressed all four of his sticky appendages to the machine, as he felt the tug of g-force in his gut.

*This is not going well.*

Things didn't get much better either as he felt strong metallic arms wrap around his back and press him up against the robot's front in a bear hug. Spider-Man gasped as the air was forced from his lungs and he decided that his best course of action would be to push back. Gritting his teeth, Spider-Man struggled in the robot’s grasp, slowly but surely prying the robotic limbs apart.

His spider-sense buzzed and he glanced about the see that the second robot was finally closing in. With a final, mighty push, Spider-Man flipped out of the metal monster's grasp, launching himself away and into the air. Just in time too, as the second robot shredded the first one in half with a barrage of bullets, exactly where Spider-Man had been just a moment before.

*Alright they're strong, but not too smart. Got it.*

The two pieces of the drone fell apart and crashed into the ground, shaking the earth on impact. The remaining robot whirled around, scanning the area in search of its prey once more. Spider-Man took advantage of the bot's search and swung down towards it, planning on kicking the drone’s head to hopefully damage something important. The robot reacted quickly though and swatted Spider-Man out of the air as if we was bothersome fly.

Fatigued, out of breath, and still kind of groggy, Spider-Man tumbled from the sky and crushed the roof of a parked car. Glass from the windows blew outwards as the ceiling caved in and the alarm *screeched* angrily.

*I hope no one was inside this thing.*

Luckily there wasn't. Spider-Man clambered down from the wreck and stumbled a step before falling to his knee. Suddenly a hand was wrapping around his forearm and attempting to pull him to his feet.

"Come on, Spider, that things not going to give up." Felicia said, as she continued to tug at him.

"I'm- just…” He leaned into her. "Just give me a minute."

"There's no time. You need to- Look out!" She wrapped her arms around his middle and essentially
tackled him to the ground. Bullets tore up the street around them and Felicia spread herself over him in an attempt to protect him with her own body.

"Felicia!" Spider-Man gasped as they hit the concrete.

He reached around her and fired a web at the closest building and pulled the both of them straight from their position on the ground into the air. Once they were momentarily out of danger, Spider-Man grabbed Felicia with one hand and pushed her behind him, while firing another web with the other. He felt her arms wrap around his neck and saw his shot connect with another building, the tension of the cord pulling them through the air.

"You're stupid!" He called over his shoulder.

"So are you," She responded. "Heads up!"

His spider-sense tingled again and he quickly fired a new web, pulling them around a tight corner.

"Is it following us?"

More bullets whizzed through the air around them.

"What the hell do you think?"

Spider-Man yanked hard once more, before releasing his webs and reaching his left hand back to hold Felicia to him. He executed a back flip, sending them back towards the robot that had been previously chasing them. He heard Felicia scream and felt her arms tighten around his neck as they quickly approached the killing machine.

Its robotic arm came up to swipe at them, but Spider-Man was ready this time. He fired two globs of bio-cable, effectively fusing the robot's arm to its chest. Now mostly unprotected, the robot tried to retreat like its comrade before, but only received similar results. Spider-Man landed on its shoulder and punched downwards fast and hard, caving in the robots skull with a shower of sparks.

Abruptly the drone's engines ceased to burn and the group fell from the sky. There was a hiss of escaping gas, another tight grip around his neck, a whir of web-shooters, and then Spider-Man and Felicia were off again.

Felicia twisted her neck and watched as the machine collided with the ground and crumpled into a heap. She now realized how stupid she was for rushing to Spider-Man's side after he had fallen. Not only putting herself at risk, but also giving him an extra body to look out for. It was a stupid decision, but as she felt the wind brush her hair while they flew through the air, Felicia had a hard time regretting it.

"There," Felicia pointed over his shoulder. "Go there."

Spider-Man complied without complaint, landing roughly on another rooftop. His hands went to his knees and Felicia quickly slid from his back. She watched him as he breathed heavily and shivered.

"What's wrong? Are you okay?" She stepped forward and put a hand on his shoulder.

"Yeah… just." He shook his head and looked around. "Why here?"

"Another safe house." She explained, marching over to a seemingly random spot and brushing
away the gravel that covered the roof.

"Is that a good idea?" Spider-Man straightened up. "I mean whatever those things were; they knew exactly where we were hiding."

"They knew where you were hiding. They didn't want anything to do with me." She exposed yet another hidden hatch and pulled it open, not without some effort. "We should be safe here, you made sure those robots won't be causing any trouble for a while."

She leapt down the hole without motioning him to follow, but he did anyways, slamming the hatch closed behind him.

"Welcome to safe house y." Felicia said, spreading her arms wide. It wasn't much different from safe house 13 in all honesty. Spider-Man watched as Felicia crossed to the work bench and pulled off her back pack. "I got you some clothes and stuff so you can change out of that."

"Thanks..." He didn't really know what to say. Spider-Man sank onto the cot and for the first time, looked down into his hand.

Felicia rummaged through the pack and pulled out some of Peter's clothes. She turned to him and watched him stare at his hand for a moment.

"What you got there?"

"I think- I think it's the robot's brain or something." He held it out to her.

Felicia traded him for the clothes and turned her back on him, allowing him to change. The 'brain' was about the size and shape of a baseball, although much heavier. She tossed it from hand to hand, feeling the warm metal in her palm.

"Do you think this could be of use?"

"I guess." Peter finished buttoning up his shirt and started folding his suit, frowning when he saw yet another tear in the material. "I'll examine it in a bit," he yawned. "After I finish my rudely interrupted nap."

Felicia laughed.

"Rudely interrupted doesn't do that justice. Good job back there, by the way. I'm glad you're alright."

"Yeah me too," He walked past her, setting his costume on the bench. "I'm glad you're okay too."

Peter turned back to face her and found Felicia was a lot closer than she was before. He swallowed hard and stared at her, cocking his head. Eventually he coughed into his hand.

"Thanks for uh, saving my life."

"Yeah." She took a step forward, biting her lower lip.

"I think I'll go back to bed now."

"That sounds good."

Peter glanced over her shoulder. She was between him and the cot.
"Felicia-" He began.

"Thank you, Peter," She interrupted. The robot's brain dropped to the ground with a solid thunk. "For saving my life too."

Her hand shot out and wrapped around the back of his neck, pulling his lips down to hers. They clashed together violently, both of their firm lips pressing together like the clamps of a vice.

No. A voice in Peter's head spoke.

Felicia was pulling Peter now, taking him towards the cot.

No, no!

Her tongue slithered into his mouth and fought his own, dueling him for dominance. Peter couldn't see anything, everything was just black.

Am I unconscious? He wondered. Or are my eyes just closed?

Suddenly he was falling. They both were.

The cot was small, not even the size of a twin bed, miraculously though, they both fit onto it and writhed together atop the tough canvas. Felicia ripped at him with her natural claws, tearing at Peter's skin, clothes, heart.

Peter needed to think, but his mind was fuzzy. He needed to breath, but her lips had captured his. He tried to speak, to warn her, but he couldn't. His voice had given out.

Peter didn't resist as Felicia pulled him to her.

CONTINUED IN PART TWO
Peter Parker tries to recover what was taken from him. Felicia Hardy tries to claim what she's never had.

That first night with a new lover is spent learning about your new partner. It's an educational experience that is typically quite enjoyable, almost as much as the actual act itself. However, on this particular night, Peter Parker found himself overwhelmed with surprising and unsettling discoveries.

Felicia Hardy was not soft. After years of physical training all of her baby fat was gone, replaced with hard and lean muscle. Her calloused hands were rough and demanding, long nails digging into Peter's arms with a strength and fervor that he associated more with a fist fight than with love-making.

When his own fingers trailed up her neck, leaving goose bumps in their wake, he encountered her hair. It was short and dark, the locks spiked-up with sweat, pricking his hand like the spines of a porcupine. He was ashamed. He couldn't help but feel disappointed to find cold black instead of warm yellow.

He should have been happy. She was here with him after... after everything. Peter thought about his parents, who left him before he was old enough to even remember. He thought about his Uncle Ben, who died because of him. He thought of the burglar, his first kill in a moment full of blind rage.

Peter buried his face in her neck, wishing that it was all over.

He thought about Max Dillon, a cruel twist of fate had ruined his life and Spider-Man had done nothing but make it worse. He thought of the woman in his arms and how he had taken her own father away from her.

How could she want me after that?

She was muttering something, but Peter wasn't listening. He was trapped in his own mind.

He thought about Captain George Stacy, a truly noble man who cared about his family and did his best to protect them, down to his very last breath.

They shifted together, sliding from the cot and onto the unforgiving floor. Neither of them seemed to notice.

He thought about his Aunt May, another innocent soul he had failed to save. He thought about Norman Osborn, his second kill in a moment where all he wanted was to die himself. He thought of Harry, his best friend, who had witnessed the murder of his own father.
Felicia was pinning him to the ground, he couldn't fight, he didn't want to.

He thought of Gwen and he cried out.

What had he said? A name? Felicia's name? Her name?

I didn't matter, none of it mattered.

It was a terrifying feeling, waking up alone. The weight of his arm was gone and when she felt for him, his side of their cot had lost its warmth. Pulling on a pair of jeans, she considered putting on one of his shirts, but decided against it.

Better take things slow. She reasoned as she shrugged on a coat.

She found him on the roof. He was sitting on the ledge with his back towards her, facing the city.

Felicia approached Peter, trying to rub heat into her arms with her hands. The hard surface of the roof was rough on the bare soles of her feet.

"Hey." The word was accompanied by a puff of frost as the cold air frosted her breath. He flinched at the noise.

"Hey." He responded, not turning to face her. Felicia swallowed and ran a hand through her hair. A sudden fear was wrapping its claws around her heart, squeezing the vulnerable organ.

He's upset. This was a mistake.

Felicia almost slapped herself.

Get a grip, Hardy. You're acting like a child. So what if he leaves? You don't care.

Despite her thoughts, Felicia padded forward and perched next to him. A gust of wind blew over them, throwing their hair askew and sending a chill up along Felicia's spine. She observed Peter's thin shirt.

He must be freezing. She thought. Or maybe he isn't, maybe his Spider powers keep him warm? Or maybe he just doesn't care...

He hadn't responded to her presence yet, so she nudged him lightly with her elbow.

"So you really are Spider-Man, huh?" She probed, as he met her gaze. "This isn't some twisted joke?"

"No," He gave a hollow chuckle and looked down to the street below. "I'm the genuine article."

"You could have told me earlier, you know." She shot him a wink. "I would have kept your secret."

"I..." He raised his head to look at her again. "I know... you would have, but I couldn't tell anyone."

"Why can you tell me now then?"

"Well before... I had to keep it a secret to protect the people I love, and now... now there's no one."
 Felicia stood up. Peter was once again surprised, this time by the sudden movement, and watched dumbly as she started walking quickly away from him.

 "Felicia wait," He jumped up and reached out for her. "I didn't mean-"

 The moment his fingers touched her arm, she whirled around and twisted her arm from his grip.

 "I know I'm not her, Peter!" Hot tears were pricking at her eyes. "But you can't even pretend, can you?"

 "Felicia…" He was frozen. Felicia's hard exterior was cracking. The stoic façade was shattered before his eyes.

 "We've all lost people dammit! It comes with the territory, but you…" She shook her head, mouth opening and closing, but no sound came out. "You don't get to break down."

 "What are you talking about?" Peter was genuinely confused now.

 "You're sitting out here like… you're going to waste away, like you can't even function normally, and you can't do that, okay?!"

 "Well why the hell not?" Peter stepped forward now, feeling something hot and powerful thrash around in his stomach. It wasn't love or lust. "I've paid my dues, I've done nothing but try and keep my friends and family alive, no matter what. That's what I've been doing all along! I didn't ask for this!" He gestured wildly with his hand, flinging his arm out over the city.

 "I understand," Felicia clasped her hands together like she was in prayer. "I understand Peter, but… you just can't."

 "Why not?!"

 "Because-"

 "Because what, god dammit!"

 "Because I need you!" She swung her fist at him, but he easily side-stepped away from it. "Fuck you, Peter! Fuck you for making me say that." She moved to hit him again and he caught her wrists. Felicia struggled against him. "Get your hands off me!"

 He released her and she staggered away from him, glaring furiously. There was silence for a while. Another gust of wind swirled around them, but neither felt the cold.

 "I'm sorry," Peter finally said. "I'm not good at this, the whole… recovery thing." He breathed out heavily, deflated. "I just need time, Felicia. You understand right?"

 "Yeah I understand," Felicia spat. "I understand that what happened last night meant nothing to you. I'm just part of the 'recovery' to you, a damn rebound."

 "That's not true and you know it isn't. I care about you Felicia, I really do." He took a step forward.
"You're lying."

"No I'm not." Another step.

"Stop."

"Not a chance." A last step and they were face to face once again.

"Peter, I… please."

"Please what?" Peter used his hand to guide her chin upwards. Her blue eyes met his brown ones and for a moment everything was still. Then their lips met, in a much different fashion than from earlier in the night. There were no deep gulps, but tiny sips that refreshed both of them and extinguished the heat in Peter's belly. Felicia, meanwhile, felt something she had never felt before. She felt small, suffocated by a powerful emotion the likes of which she'd never felt. She reached out with shaking hands and grabbed fistfuls of Peter's shirt, using him as an anchor.

She tastes like tears.

When they finally broke apart, Felicia spoke.

"Don't leave."
The doors opened with a metallic *hiss* and the laboratory's lights flicked on one by one. Eddie Brock sighed and stepped into his workspace, shutting the steel doors behind him. It had been another long day at Horizon labs, one that would be followed by an equally long night. It was these ridiculous sixteen hour shifts that really pissed Eddie off, since they usually consisted of a lot of boring and tedious work.

He went quickly to the storage locker and struggled to remove a heavily padded suit from the small space. Eventually the equipment came free and Eddie began to get undressed, pulling at his tie.

*This wouldn't suck so hard if Parker was here to pick up some of the slack.* He thought.

Tossing his work clothes into the locker, Eddie proceeded to grumble as he pulled the haz-mat suit over his head and sealed himself inside. Tonight was another night on "goo" duty, which basically meant he would spend the next few hours poking an extraterrestrial pile of mud with a stick.

The "Venom" project began over a year ago with John Jameson's return from the moon. Jameson's team of astronauts had apparently found some mysterious substance hiding under some space rocks. Upon the goo's arrival on earth, scientists at Oscorp and Horizon fought tooth and nail for the chance to examine the anomaly. Fortunately for Eddie, Horizon Labs narrowly won out when the CEO of Oscorp became more interested in hunting a certain vigilante.

"Hey there, cutie." Eddie tapped on the small box that contained the Venom. "Ready to have some fun?"

*By fun, I mean seeing how you respond to different stimuli.* He added in his brain. *Which could be fun I guess. If you're into that sort of thing.*

The Venom container was set flush into the wall, much like a fish tank. But with a press of a few buttons on a nearby display, the clear box slid out from the wall to be held up by a thin shelf. Eddie stepped up and lifted the box from its supports and the shelf retracted back into the wall. It was heavier than one would expect, but Eddie was used to the weight, having performed many experiments with the goo before.

What he wasn't expecting to happen: was for him to trip over his own feet and for the box to slip from his hands. The crate impacted against the hard floor and cracked like an egg, spilling the Venom out on to the ground.

"Oh shit." Eddie muttered, shocked that the container would break so easily.

*Aren't these supposed to be like indestructible?*

He didn't panic though, calmly scanning the room for the appropriate clean-up equipment. There was a high-powered vacuum hanging from the wall, which could be used to suck up the goo and safely deposit it in another container. Eddie took one step towards the machine, but came to a sudden halt, finding that he was abruptly unable to lift his other foot.

A quick look down and all of his professionalism vanished. The Venom had slithered toward him and was now in the process of climbing up the leg of his suit. Eddie was immobilized from the
waist down as the black goo wrapped around him.

"Well this is new..." He attempted brushing the goo off with his hands, but only succeeded in trapping himself further.

He panicked now, trashing against the black tendrils that laced themselves around his limbs. Hanging from him in thick, slimy ropes, the goo dragged Eddie to his knees and slowly consumed him.

It was very hot in the haz-mat suit. Eddie felt like he was being cooked alive, not in a slow burn, but in a scalding hot burst of heat. His skin seemed to melt and his heart pounded against his rib cage. With a final desperate gasp for air, Eddie Brock passed out.

"Wake up."

The voice was gentle, but firm at the same time. It knocked against her skull and forced its way into her dreams. She smiled at some pleasant thought and tightened her grip, causing the person she was holding to squirm uncomfortably. Something nudged into her stomach and she wished it away, praying for a few more minutes of this perfect sleep.

"Felicia." The voice hissed.

*My name, that voice.*

She opened her eyes partially and grinned into Peter's neck. He had a distinctive scent that she had never noticed before. Coffee grounds and light sweat mixed with a natural musk, Felicia decided that she like that smell.

"Peter." She responded, still half asleep, but able to feel the comfortable weight of his name on her tongue.

"Aren't you supposed to be the little spoon?" He chided, somewhere between humor and genuine annoyance.

Felicia opened her eyes fully and took in their arrangement. During the night she had shifted and wrapped her arm around his waist, pulling his back to her chest and holding him close. She exhaled slowly, teasing the hairs on the back of his neck.

"Does it really matter? This seems alright to me." She teased.

Felicia was surprised to find herself in high spirits. Mornings were never really her thing. But on this particular sunrise, she felt really good, great in fact. All of the tension in her body had melted away, leaving her feeling warm and at ease. Everything was right in the world as far as she was concerned. All the horrible things about the past few days seemed to be miles away from their private sanctuary. The killer robots, the destruction of her home, Peter's break down, Gwen's-.

*Gwen.*

The name was acidic and Felicia imagined that if she could taste the word, a sour aftertaste would linger on her tongue. It was a reminder really, of all that Felicia had done, of what she had stolen.

* Borrowed actually.* She tried to convince herself.

*Borrowed?* A voice in her head questioned. *Borrowing implies that you intend to return what*
you've taken. Do you really think you'd give Peter back?

No, was the simple answer. Felicia understood completely the repercussions of her actions. She had staked her claim, and there was no doubt in her mind that she would fight tooth and claw to keep what was now hers.

"Your hands are freezing." Peter said, brushing her hands away. With a grimace he sat up and separated himself from her. "I've been thinking and..." He began.

Instantly, all of Felicia's uncertainties from the night before returned to her. He did regret their actions. He did not care for her. He was going to leave like she had feared. Her heart clenched as he finished his sentence.

"I can take that robot brain to Horizon Labs. There are people there that can make better sense of it than I can." His rose from the cot, oblivious to Felicia's sigh of relief. "It wouldn't hurt to make an appearance either. If I even still have a job." He added.

Felicia nodded automatically in agreement, but when she realized that she was not in his line of vision she coughed once and answered verbally.

"Yes, that sounds like a good idea." She remained on the cot and watched him as he scrounged about for some clothes.

Peter grabbed a pair of pants and stepped into them, stifling a groan as he did so. Unlike Felicia, the last night's activities did not ease him any tension. In fact, they had the opposite effects. Peter couldn't remember the last time his muscles were this sore.

*I'll need to do some stretches. He decided. The last thing I need to do is pull a muscle.*

"So," Felicia spoke up, drawing his attention back to her. "What happens next?"

"I take the brain to Horizon Labs, find out where it came from, and make sure those robots don't ever come back again."

"No I mean..." She bit her lip and paused for a moment to think of the right words. "I mean for us."

Oh how Felicia hated the words that came from her mouth. Here she was, acting like a blushing schoolgirl. There was just something about being around Peter Parker that seemed to bring out all of her little insecurities and inexperience, especially in the ways of romance. However, if it was possible to take the words back, she wouldn't. Felicia wanted- no, needed to know his answer.

"For us," Peter repeated. He stood there for a moment and looked at the shirt in his hand, halfway in the process of pulling it on. "Let's just... take things one day at a time. Okay?"

Felicia nodded. 'One day at a time'. She could do that.

Peter folded his old clothes and put them into his backpack, before setting the bag on the workbench next to his suit. His eyes fell on his costume and he frowned once again at the new tears in the material.

"You wouldn't happen to know how to sew would you?" He asked, poking at a hole with his finger.

"Not like that, sorry. I hardly ever repair my suit." Felicia was now in the process of getting dressed herself. "I'm not as careless with my gear as you are." She chuckled.
Peter smiled even though she couldn't see. At one point and time he wouldn't have needed to ask. He used to patch up his own suit all the time, but since Martha Connors had taken over that duty, he had fallen out of practice.

Connors. He winced. They're probably worried sick right now, MJ too. I'll give them a call as soon as possible.

He left his suit on the bench and grabbed the robot brain from where it rested on the floor, before starting to walk towards the ladder. He checked the fluid level of his webshooters as he went.

"I'm going to stop by the store and pick up some sewing stuff then." He said, nodding to himself when he saw that he had a decent amount of bio-cable left. "I'll be back soon."

There was a loud zip as Felicia fastened her leather jacket.

"Not so fast, Spider. I'm coming to."

Peter didn't stop to face her, already ascending the ladder.

"No you're not. I need to do this alone."

"Why?" Felicia stepped up and grabbed the hem of his shirt, stopping him from climbing out of the safe house. "Because it's dangerous? You're just going to a lab, Peter."

Peter looked down at her and scowled.

"First off, this is dangerous. Those robots almost killed us last time. And secondly, I am just going to a lab. There's no reason for you come along."

"If it's dangerous you could use my help, and" She followed up the ladder. "If you leave me alone, I'll get bored, and you don't want to know what I do when I get bored."

Peter laughed and, despite himself, waited for her to climb to the roof before shutting the door behind them.

"You should know that you have to be on the straight and narrow now, Felicia, since I'm going to be hanging around."

Peter didn't pay a second thought to what he had just said, seeing it as an innocent enough statement. Felicia, on the other hand, took it as confirmation of their relationship and her heart swelled in her chest.

"I'm going to help you, Peter." She said, grinning and thrusting her hand toward him. "We're partners now."

Peter took in the hand, the smile, and the cold blue eyes. Felicia Hardy had skills, resources at her disposal, which could benefit him greatly.

What's the harm in having a little back up? He wondered.

Peter grasped her hand firmly and was surprised when she squeezed back with almost equal strength.

"Partners." He agreed.
They walked to Horizon Labs, choosing to brave the chilly weather over riding the train. Peter would have preferred to web-swing, but decided it was better to not risk being seen without his suit. The smart thing to do would have been to take the costume to Martha on their way to the lab, but Peter found himself putting off explaining his absence to his old friends. It was far too easy to just hide away from the world, and by confronting Connors, he would find himself back in reality. Peter just wasn't ready for that yet.

He glanced to his left at Felicia who was trotting along beside him, and felt something stir in his chest. It wasn't love, not yet, Peter knew that for sure. He had felt love before and it was a pretty distinguishable emotion. This was something else, something brand new and not all together unpleasant.

_You'd forget me._ Said a soft voice in his head. _You'd forget me so easily._

_No._ Peter was firm. _I just need Felicia. I need her right now._

_And what about later?_ The voice was persistent.

_I don't know, I'm taking things one day at a time here, remember?_

Peter didn't feel the cold as sharply as the average man, but he still would have liked for Felicia to have grabbed him a coat from his apartment. His button-up shirt was doing little to buffer the brisk wind. They stepped off the curb and crossed the street. Horizon wasn't far now.

As Peter moved down the street, his hands swung in the natural rhythm of walking and more than once, they brushed against Felicia's own. Whenever this happened her fingers twitched and he tried to subtly move his hands away, eventually shoving them in his jean's pockets to ward off any hand holding. She gave no sign of displeasure, other than a slight narrowing of her eyes.

In all honesty, he really didn't have an excuse for this sudden shyness. The other night had been so sudden and surreal. He hadn't been able to truly process things until now. Their silent trek through the city gave him time to think, and consequently the heavy weight of guilt formed in his stomach.

_You'd forget me._ The voice repeated. _So easily._

Peter shook his head furiously and Felicia cast him a quizzical glance.

_Shut up._ Peter told the voice. _Shut the hell up._

_I thought we had something. I thought we were forever._ The voice choked, like it was crying.

_Stop it. Leave me alone._

Peter came to a halt suddenly, stopping right in the middle of the sidewalk. Felicia walked a few more steps, before realizing her companion wasn't by her side anymore. She looked back at him.

"Peter?"

_It's only been a few days. Not even a week. I never thought you'd forget so easily._

_Please._ Peter begged. _Please leave me alone!_

Felicia took a step toward him, cocking her head to the side and examining him. His eyes were squeezed shut and he was shaking like leaf. She noticed that his breath was uneven, practically a wheeze.
"Hey," She shook him by the shoulder. "Snap out of it."

He didn't answer her, turning his head away from her voice and staggering backwards. She reached out for him, but it was too late. He tripped in his retreat and slammed into the side of a building, slumping against the bricks.

"Peter," Felicia descended upon him. "Hey, look at me. Look at me, Peter."

His eye lids were fluttering and his lips parted in sharp gasps of air. Peter started to hyperventilate, in the midst of some kind of fit. He started to slide to his side, but Felicia grabbed him and pulled him up into a sitting position. His hand shot out and he wrapped his fingers around the lapel of her jacket, causing the leather to creak from the force of his grip.

"I'm sorry," He breathed, struggling for air. "I'm sorry, just…"

Felicia told herself to remain calm, two people freaking out wasn't going to do any good and would only serve to draw more attention to them. She needn't have worried though, people brushed past them on the walkway, paying the fallen couple no attention.

"It's okay, Peter," Felicia brushed hair out of his face with one hand, while seeking out and grasping one of Peter's with the other. "I'm here. I'm right here, Spider."

"Don't," Peter leaned forward and rested his head against her collar bone. "Don't call me that now."

Felicia smiled slightly and opened her mouth to respond, but no words came out. She didn't know what to say, struck speechless by the current situation. Not knowing what else to do, she buried her nose in his hair and breathed in his scent. They stayed like that for a while, just resting against each other as each replenished their own supply of oxygen.

*I'm crazy. Peter realized. I've lost my god damned mind.*

That fact scared him more than anything. He'd rather face a thousand Rhinos than deal with his own apparent mental illness. How could he do anything now? He couldn't stop the robots, save the city, patch his life back together, and make up for all the pain he caused his friends if he wasn't even sane.

"Come on," Felicia pried his hand from her coat and attempted to pull him to his feet. "I'm not gonna let you just lie there. Get up, Parker."

Her words were strong and contained none of the sympathy that his brief spell would have earned him from anyone else. He felt her words enter him and settle in his chest, warming him, and suddenly his breathing became more stable. His hands, clasped in hers, went from limp to solid gradually and he gently squeezed her fingers.

"Just lean on me okay. We're going back home." She tried to pull his arm across her shoulder, in an effort to support him, but he resisted her now. Peter stood on his own volition and pulled his hands away to wipe off the cold sweat that had formed on his brow.

"No." He said. "Horizon Labs is just around the corner. Let's go." Without waiting for her to argue with him, Peter turned and started back down the sidewalk. Felicia blinked after him and then followed, jogging to catch up.

"What the hell was that back there?" She demanded, putting a hand on his shoulder.

"I just felt a little light headed. It's nothing to worry about." Peter kept his eyes on his destination.
and didn't meet Felicia's eyes.

"Nothing to worry about?" She repeated in a disbelieving tone. "That was pretty much a panic attack. You have PTSD, don't you?"

"What?" He didn't bother trying to decrypt her abbreviation.

"Post Traumatic Stress Disorder." She clarified. "It makes sense really; after all you've been though."

"Whatever it was, I'm fine now. Let's just get this over with."

"Are you sure? I just want to make sure you're-"

"Drop it, Felicia." He commanded, as they reached the front steps to Horizon Labs.

She didn't respond, sensing that he was near the end of his patience with her doting. There would be time later to observe and treat him. Felicia resolved to keep a close eye on her partner for any more signs of an attack.

Carl looked up from his computer as the front doors opened. The security guard grinned as Peter Parker approached him on steady feet, followed closely by Felicia Hardy.

"Yo, Parker." Carl stood up from his chair to greet the other man. "Where the hell have you been?"

Peter didn't answer his query, choosing instead to not waste any more time.

"I need to talk to Max Modell."

Maxwell Morbius Modell was the head scientist at Horizon Labs and was more or less Peter's direct supervisor. He was currently doing his least favorite part of his job: listening to Debra Whitman rant.

"All I'm saying is," Debra pushed up her glasses in that annoying way she always did. "If you just took out the radian coil and put in an arc reactor, you could increase the power output by over sixty percent."

Modell closed his eyes and removed his own glasses so that he could squeeze the bridge of his nose. He really needed to put a lock on his door. Maybe that would keep the other scientist from pestering him every thirty minutes.

"I know that, Ms. Whitman," He spoke slowly, making sure that she caught every word. "But do you know how hard it is to build an arc reactor? It's simply not possible with the time I have left. I'm not Tony-"

"Well if you pushed back the due date," She interrupted him. "Maybe you could have the time to-"

"Debra," Modell counter-interrupted her. He was at his wits end. "Don't you have some 'secret project' to be working on? Let me finish my lunch in peace, I beg of you."

Debra's eyes lit up at the mention of her own experiment. Not many people were brave enough to bring up the subject, since more often than not it was taken as permission to go on a long lecture about how 'secret' and 'special' her work was. But Modell was seriously out of options.

"You're quite right, Maxwell," Debra saluted. "I'll retire to my laboratory."
Turning back to his desk and giving his salad an approving smile, Modell picked up his fork. Despite his protests, he was getting up there in years and found that his body was beginning to voice its displeasure at his consumption of fast food. The salad had been introduced to him by his ex-wife, who had made it her personal goal to keep him alive for as long as possible to keep him signing her alimony checks. It was a sneaky trick by an even sneakier woman, but Modell put up with it anyways. It was actually kind of depressing actually, after a life of hard work, he found himself just 'putting up' with a lot of things.

There was a knock at his door and Modell huffed loudly, turning in his chair to scold Debra once more. He stopped though and grinned at the newcomer, rising from his chair to greet Peter Parker.

"The prodigal son returns." He grasped Peter's hand and shook it once. "How've you been, Mr. Parker?"

"It's good to see you, Mr. Modell," Peter greeted, genuinely pleased to see the man. "I'm doing alright. I'm sorry for my unexpected vacation."

"Oh not to worry. Peter, it's all been taken care of. I understand, given the," Modell coughed. "Circumstances."

Peter nodded quickly, brushing the man's comment away quickly. Then he gestured to his left and Modell noticed for the first time the young woman that accompanied his employee. She was slim and rather intimidating. The woman had short dark hair, a leather jacket, and a long scar down the side of her face. She honestly looked to Modell like she had just walked off the set of a Mad Max film. She was an odd pair for the scruffy, rather nerdy Parker.

"Felicia." The woman stepped forward, introducing herself curtly.

"It's lovely to meet you. I am Max Modell and welcome to Horizon Labs." Modell waved his hands in a wide arc, as if to embrace the entire facility.

"Nice place, looks like it's full of expensive things." Felicia elbowed Peter in the side and grinned at him. Peter rolled his eyes.

"So have you come back to work, Peter?" Modell asked.

"Not yet, I'm afraid. I'm still…" Peter thought for a moment. "Handling some personal affairs. The reason I'm here is I need your help with something, this thing that I've found."

"Of course, what have you got for me?" Modell motioned Peter to continue speaking, eager to put his brain to use.

"I just need to know everything you can tell me about this." Peter dug into his pocket and pulled out the robot brain, handing it to Modell.

Snatching the odd device from the man's hand, Modell scuttled back to his desk and pulled a magnifying glass from his pocket. After settling back in his chair, the scientist avidly examined the mechanical sphere through the lens, muttering to himself all the while.

"Looks like Oscorp Tech," He said after a while. Modell indicated several holes in the brain's surface. "Conductor ports, this is obviously some kind of command mechanism, most likely used to program Oscorp security drones. Where did you get this?"
"I uh…" Peter looked at Felicia, but she shrugged unhelpfully. "Just kind of stumbled onto it; on the street."

"Hmmm." Was Modell's response to the vague excuse. "Well if you ask me, this is Smythe's work."

"Who?" Felicia asked. She leaned against the doorframe, not fully committing to entering the room.

"Alistair Smythe," Explained Modell. "Top Oscorp scientist from their R and D department. He specializes in creating unmanned artillery for the military and Oscorp's personal use. This is actually quite a valuable piece of equipment, I wonder if…"

The scientist started to rant to himself, but neither Peter nor Felicia listened. They both turned to each other and spoke in hushed voices.

"Alistair Smythe? Oscorp?" She questioned.

"The name doesn't ring a bell, but that sounds like our guy." Peter stomach formed knots at the mention of Oscorp. "We should get out of here."

"Alright."

They switched their attention back to Modell who was still talking.

"… Of course it would be hard to explain how we got the idea, but leave that to the guys in HR." He chuckled to himself and looked at Peter, excepting him to understand some joke. Modell was disappointed when Peter instead drove the conversation forward.

"Well thanks for your help, Mr. Modell, but we really should be going." Peter jabbed a thumb over his shoulder.

"Oh, well alright." Modell cleaned his glasses on his lab coat. "When can I expect you back in the lab?"

"I'll come back as soon as possible I promise." Peter grabbed Felicia's arm and pushed her ahead of him. "Thanks for your help. You can keep that if you want." He pointed to the brain.

"Okay fair enough," Modell raised the sphere and waved it after Peter. "Take care, Mr. Parker, and stay out of trouble."

"Of course," Said Peter and then when he was out of ear shot: "You know me."

Peter and Felicia stopped and waited in the hallway for the elevator to arrive, which would take them back up to the ground floor.

"So are you thinking what I'm thinking?" Felicia nudged him with her elbow. "You and I, taking some old fashioned justice to this Smythe character. We could go tonight, after you patch up your suit."

"No," Peter answered instantly. "That's way too dangerous. We need to do some research on this guy, find out what kind of fire power he has. I wouldn't be surprised if he has more of those robots waiting in the wings for Spider-Man to show up again."

"Fine," She crossed her arms, looking a little dejected, but she soon brightened up as a thought
crossed her mind. "I actually have a plan." Felicia stated, smugly.

"Oh really now?" Peter rolled his eyes. "And what would that be?"

Felicia opened her mouth to answer, but the elevator dinged open and someone stepped out, putting a stop to their private conversation.

"Holy Shit, Peter Parker." Eddie Brock's face broke into a grin that stretched from ear to ear. "How the hell are you?!"

Peter gasped in surprise as Eddie wrapped him in a quick hug.

"Uh..." Peter looked to Felicia, who looked just as confused as he did. "Hey there, man." Peter patted at Eddie's back cautiously.

"It's really good to see you," Eddie pulled back and held Peter at arms length. "Sorry, I gotta run so soon. I'm glad you're back safe and sound." He turned and pointed at Felicia. "She's cute. Bye Petey!" Eddie then zipped down the hall, literally skipping away.

Peter looked at Felicia again and she just raised her eyebrows.

"Cute?" She echoed.

"He's not normally like that." Peter glanced after him, as the pair stepped into the elevator. "He's usually more chill."

"Whatever, so do you want to hear my plan or not?"

"Sure, what do you got?" Peter asked, leaning against the wall.

Felicia started to explain, positioning herself next to Peter as the elevator doors closed.

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**Part VI of Where Have You Been**

"So basically you're telling me that it was a failure?"

"No, oh no of course not," Smythe brushed off Osborn's question. "All I'm saying is that the SS-20's weren't as effective as we hoped they'd be."

Osborn leaned over Smythe's shoulder and looked at the images being displayed on the computer screen. It certainly looked like Spider-Man, but something wasn't right. His costume was a random mess of red and black, showing none of the typical design. And the eyes, the eyes were two different colors. One was the usual white, while the other was black.

"Are you sure it's him?" Osborn asked. Despite the new CEO's relative youth, he had become quite the imposing figure, transforming from spoiled slacker into business tycoon essentially overnight. Smythe could feel his boss looming over him and it caused him more than a little anxiety.

"Well," Smythe swallowed, subtly shifting his desk chair further from the computer. "I'm pretty sure. It's not like I've seen him up close before or anything. I mean, who has?"

"I have." Osborn answered the rhetorical question with a hard stare. "So what you're saying is that you have no idea what he is capable of."
It was an accusation, but Smythe chose to treat it like a question.

"We do now, and I'm one hundred percent sure that the SS-A's will have no problems getting the job done."

"I certainly hope so." Osborn straightened up and checked his watch. "I'm afraid I have to go, I have an appointment to keep. How long until your Spider-Slayers are ready to mobilize?"

"They're ready now. As soon as we know where Spider-Man is hiding, he is as good as dead." Smythe rose from his chair and shook Osborn's hand in farewell. "If you don't mind me asking sir, if you know who Spider-Man is, why don't you kill him yourself? Or at least tell me who to look for."

"Because that would be murder." Osborn turned and waved behind him. "See you in hell, Alistair."

Smythe watched Osborn exit the lab, before turning back to his computer and starting to type once more.

_This is murder too you know._ Smythe mentally told the business man. _Just because you aren't pulling the trigger, doesn't mean you aren't a killer._

Smythe wasn't a delusional man. He knew what he was doing was evil. There was just something so thrilling about the hunt that spurred his excitement. Spider-Man would die, he was sure of it. Smythe would be the one to accomplish what so many before him have failed to do, and in the end, when the dust had settled, Smythe probably would go to hell. So would Harry Osborn.

Peter shook his head furiously. He was not okay with this. In all his time as Spider-Man he had maintained one rule among the millions that he seemed to have broken.

"I don't use guns." He said firmly, looking Felicia straight in the eye.

Felicia rolled her eyes. They were back in her safe house, sitting opposite each other on the hard floor. Her plan to take down Smythe and his robot army involved utilizing some of her father's old tech. She was now holding a device that closely resembled a revolver.

"It's not a gun." She corrected and pushed the object towards him. "I don't use guns either… well only on special occasions."

"Well what is it then?" Peter poked the motionless piece of metal like it was actually a deadly viper.

"My dad called it a sonic disrupter. Apparently it can disable technology and stuff."

"Apparently?" Picking up the disrupter, Peter turned it over in his hand.

"Well I haven't actually used it before."

"But you know how to use it?"

"Of course." Felicia held out her hand. "Give it here."

He passed it back to her and she flicked a switch on the grip. There was a loud _whining_ noise as the disrupter powered up. Felicia wrapper her finger around the trigger and pointed it away from them, squinting down the sights.
"Once it's on, you just aim, shoot, and those robots should drop like flies." She twirled the device around her finger like a gunslinger. "Piece of cake."

"I don't know," Peter was skeptical. "Modell seemed to think pretty highly of Smythe. I doubt it'll be that easy to take out his bots. Smythe probably has some sort of countermeasures set up for things like this."

"Well do you have any better ideas?" Felicia leaned back on her hands, yawning widely. It was getting late once again.

"I made a mistake giving that brain to Modell." Peter tapped at his chin, thinking quickly. "I can probably take the disrupter apart and give it an overhaul. I should have kept that brain so I could test it out."

"You can make the disrupter better?"

"Yeah, I'm an engineer, Felicia. I do stuff like this at work all the time."

Felicia gave up trying to support herself, and chose to lie back on the floor so she could stare up at the ceiling.

"Speaking of work," She said idly. "Are you really going back?"

"As soon as all this Smythe business is behind us, of course."

"That's good and what about school?"

"I could ask you the same question." He chuckled and Felicia let out a very un-Felicia-like giggle.

This is nice. She concluded. Just being here with each other and talking. I can get used to this.

"College wasn't really my thing." She responded. "You're the nerdy one, you should at least finish."

"I'm still the nerdy one?" Peter was incredulous. "I thought I dumped that title years ago, ever since I turned into a total badass."

"Total badass," Felicia scoffed. "In your dreams. When you can watch 'The Never Ending Story' without crying, that's when we'll talk about being a badass."

Peter stiffened, gaping at the woman with disbelief.

"Wha- What? Who told you about that?"

Felicia roared with laughter, rolling on the ground and clutching at her sides. Peter was understandably upset, watching his companion nearly laugh herself to death at his expense.

"Oh my god." She gasped when air mad its way into her lungs. "So that actually happened?"

"Just once!" Peter got up onto his knees. "It was just once and I was like fourteen."

"Fourteen!" She screeched, tears leaking from her eyes. "You cried at a movie when you were fourteen?"

"No! I- ugh!" He glared down at her. "Who told you?"

Felicia shrugged, grinning at Peter as he shuffled towards her.
"It was a lucky guess."

"Bullshit," Peter towered above her. "Tell me Hardy, before things get ugly."

"I'll never talk," She looked up at him through half lidded eyes. "Unless you make me."

"What?" He lost his teasing tone, genuinely confused by her statement paired with her current expression.

"You are so clueless sometimes, Spider." Her arms shot out and wrapped around his neck and pulled him down to her level. She pressed her mouth against his and he let out a surprised gasp. Felicia smiled into the kiss and parted her lips slightly, granting his tongue access. Needless to say, she was disappointed when Peter pushed himself away.

"What's wrong?" It was her turn to be confused.

"I'm- uh," Peter tried to concoct a coherent sentence as he clambered to his feet. "Don't you… I think that maybe we should slow down." He stared at the floor.

"Slow down?" Felicia felt a heat rise in her chest, which continued to creep up into her cheeks. "Peter you and I have already-

"I know what we did." He interrupted her, and continued speaking quickly when her face fell. "And I don't regret it, Felicia, not at all. It's just, I feel like we should get to know each other… better."

Felicia got up off the floor and moved over to the cot, sitting down and thinking about his words. She patted the spot next to her and was relieved when Peter joined her on the bed. He laced his own fingers in his lap and she eyed his hand for a second, wondering if she should steal that as well.

"I can do that." She said after a moment, shifting her focus to his face. "We can get to know one another better, or at least more than we already do." Felicia turned and faced him more fully. "What's your biggest secret?"

Peter laughed now, closing his eyes and shaking his head repeatedly.

"Oh Felicia, you've never done this before, have you?"

She just blinked at him and he took that as confirmation.

"Look," He tapped at his chin. "When two people like each other…" Peter began, but stopped when Felicia rolled her eyes. "What?!!"

"I know about that already Peter. My dad gave me the talk when I was like twelve."

"No- that's…” Peter groaned and rubbed his face with his hands. "What I'm trying to say is: when two people start dating or whatever, they start with little things and work their way up to stuff like that. You don't get to know someone by asking them the big questions. You get to know them by asking the little ones."

"Like?"

*It's amazing really, how she can be so skilled in some areas, but so deficient in others.*

"Like, what is your favorite color?"
"Black, what about you?"

"Red."

"This isn't any fun!" Felicia crossed her arms suddenly. "Dating is so boring. Let's have sex again."

"No! Felicia, this is not how you're supposed to do things. If you want this to work, we have to date like normal people."

"Well let's go then." She got up off the cot and held her hand out to him. "We're going out on a date."

"Right now?" Peter stared at the proffered hand.

"No time like the present right?"

"But I need to work on the disrupter, patch up my suit, get some sleep" He argued with her.

"And you'll do all of that. But later, after our date." She lunged and grabbed him by the arm, dragging him towards the ladder.

"You have no idea what a date is though."

"Well then I'm very lucky to have a great teacher then." Felicia looked over her shoulder and smiled at him.

He wasn't used to seeing her like this. She was full of excitement, happiness and something else, something that had been missing from himself for too long: Felicia Hardy was abruptly brimming with life.

"Okay." He mumbled and allowed himself to be pulled away.

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Taking a turn so sharply that Johnny Blaze would have been impressed, MJ zipped down the neighborhood street. Casting a quick glance at her watch, she grimaced at the time. She was really cutting it close.

With a sharp screech, she halted her motorbike outside of Doctor Connors house. MJ leapt to the ground and jogged up the front steps, not even pausing to knock before bursting through the front door.

"Doc! Doc! Are you here?" MJ called into the house.

After quickly scanning the living room, she slid into the kitchen and came to a halt upon seeing someone sitting at the kitchen table.

"My dad's upstairs." Said Billy Connors, in the process of stirring around a bowl of cereal.

"Oh, okay." MJ turned to rush out again, but Billy spoke again.

"Are you going to find Peter?"

"Uh," She didn't see that coming. "Your dad and I are working on that right now."

"Okay," Billy splashed his spoon in the milk. "I know Peter is Spider-Man."
"Yeah."

"He saved my Dad and my Mom and me." The small boy looked up at MJ and smiled. "And now you're going to save him."

*God this kid won't shut up. I hope he isn't so chatty about Peter's secret normally.*

"Yeah, well I'll see you later, Billy." MJ didn't wait for an answer. She pushed her way through the door and back into the hallway, almost bowling over Doctor Connors.

"Mary-Jane what's-." Connors began.

"The paper!" MJ shoved the copy of the Daily Bugle she'd been holding into the doctor's face. "Two giant robots were in the middle of the city, and Peter was there. He fought them, Doc. He won!"

"I know," Hissed Connors. "And keep your voice down. Do you want to wake the whole neighborhood?"

He steered her by the shoulder into the living room. MJ slumped onto the sofa and Connors sat across from her on the coffee table.

"I'm sorry, I'm just not used to all this." She gestured vaguely in the air. "Knowing he's out there, doing something. I feel…"

"Helpless." Connors finished.

"Exactly. Ugh." MJ put her head in her hands. "I hope he's okay. There were… giant robots."

"Peter's dealt with giant lizards, electric men, mutated cross-species, and puberty, sometimes at the same time. Giant robots are probably considered a quiet day for him. In other words, Peter is fine."

She looked back up and him and smiled, wiping at her eyes. MJ had been crying.

"Thanks, Doc. Everything's just coming at me all at once."

"You're working yourself to death." He rested his hand on her shoulder and for the first time noticed what she was wearing. "MJ, why are you dressed like a medieval princess?"

MJ snorted with laughter and smoothed down her dress.

"I'm in a play."

"When?"

She looked at her watch.

"Five minutes ago."

"Well, shouldn't you be there then?"

"Yeah, I'm going to be late." MJ stood up and started towards the front door, with Connors following after. "I just couldn't wait until after to come and talk to you. I have a… date actually."

"Oh really," Connors smiled. "That's nice, it'll be good for you to go out and get your mind off of things."
"Yeah," MJ pulled open the front door and jogged towards her bike. "I think it'll be fun." She called behind her.

After revving her motorbike loud enough to set off several car alarms, MJ peeled out and disappeared down the street.

There were too many people, not enough exits, and a disturbing amount of children. In all honesty, Felicia would have turned around and walked straight out if she wasn't so determined to see this through.

Part one of operation "go on a first date" was seeing a movie in the cinema. According to Peter, this was something that was not just a common date activity, but almost a tradition.

"So what do you want to see?" Peter asked, gesturing to a billboard-like display which showcased a list of several films.

"I don't know," Felicia dodged out of the way of an oncoming toddler. "How about The Revenge of the Love Village Part Two."

"No." Peter responded instantly, then softer. "I mean, let’s see something else."

Felicia shifted her weight from foot to foot, looking at all the movie titles. None of them were very appealing and she didn't have the slightest clue about what any of them were about.

"O.C. Babes and the Slasher of Zombie Town?" She pointed. "What about that one?"

"You want to see that?" Peter turned to her, eyebrows raised.

"Well, I mean, why not? Do you see anything else?"

"No. No I do not." Peter led the way to the ticket booth.

The movie was incredibly sexy, terribly bloody, and just all around one of the worst movies ever created. Peter fought the exhaustion that tugged at his bones. He always fought to stay awake in movies, especially ones that he didn't care about.

He shot a sideways glance at his date and found her staring at the screen with an expression of absolute wonder.

At least one of us is happy. He thought.

Peter couldn't help but wonder if this was Felicia's first ever time seeing a movie in the cinema. Judging by her initial uneasiness about the building, her unexplained interest in the popcorn, and the way she got shushed every five minutes for talking, it probably was.

It's disappointing really, the amount of her childhood that was robbed from her.

Although Peter had to admit, it was kind of fulfilling to be the bringer of new experiences. As the movie continued to play, more thoughts crossed his mind. How many "firsts" had Felicia had with him? First kiss? First sex? Peter really didn't think it was his place to ask, at least, not yet.

Not yet.

Peter froze and gripped the armrests of his seat with a strength they weren't meant to sustain.
No.

*How long do you plan to keep up this little game?* The soft voice was back.

*I- I don't know.*

*Well who would know?*

*Please.*

*Please what?*

*Leave me alone.*

*Never... Not until you... Let. Me. Go.*

On the screen a man wearing a demented mask advanced on a screaming, blonde girl with a chainsaw. With an ear-splitting scream, the girl died and blood splattered on a wall from out of frame.

Felicia winced at the display. Grinning, she turned to Peter.

"Isn't this the greatest thing ever?"

Someone from two rows behind her let out a long and, funnily enough: loud, *shush*. Felicia fell silent, though not because of the disgruntled movie goer's insistence.

Peter was gone.

A quick scan of the immediate area found him staggering down the steps and towards the exit. She jumped up from her seat and hurried down the aisle, not caring when she accidentally bumped into the knees of several people.

A few choice words and more shushes followed after Felicia, as she chased after her escaping date. He had a head start on her and therefore was able to stagger out of the theatre and completely disappear by the time she caught up.

"Dammit." She growled.

The exit opened out into an empty alleyway. After glancing down both possible routes, Felicia jogged to her left, hopefully in the same direction that Peter went. The alleyway opened out into an unfortunately busy street, jampacked with late-night clubbers and partiers.

Felicia pushed her way through the crowd, constantly rotating as she went to get a full view of her surroundings. Eventually she caught a glimpse of something that closely resembled Peter's shaggy head. She made a bee-line towards it, practically plowing through the crowd in her haste to reach her destination.

Peter had come to a stop on a metal bench. His body was slumped in the seat, with his head lying over the back rest, looking straight up at the night sky. Felicia strode toward him and without pausing, grabbed the sides of his head and forced him to face her.

His eyes were unfocused and his breathing was once again ragged. She could tell that he was in the process of coming down from another fit.

"Peter," She gently brushed his cheek. "Can you hear me?"
His eyes met hers, but he didn't say anything. Her heart clenched when she looked into his gaze and she fought the lump that formed in her throat. Peter was terrified. Dilated eyes, increased heart rate, rapid breaths, Felicia recognized the symptoms of absolute terror.

Carefully, so as not to disturb him anymore, Felicia positioned herself next to him on the bench and wrapped her arms around him. She rocked him slowly, muttering random things as she went. Things like: "I'm here" and "it's okay". Things that held no true meaning, but it didn't matter what she said, more of how she said it. Her voice seemed to soothe him for the time being.

"I'm sick." Peter breathed, after a long while of just leaning into Felicia. "I'm really sick."

"No you're not, Peter, you're fine." She combed his hair with her fingers. "Everything's going to be okay."

They stayed like that for a few more minutes, as Peter regained some of his strength. He sighed and bumped his head against Felicia's.

"Some date, huh?" He forced a chuckle, but Felicia wasn't really amused. She played along though.

"It could be a lot worse. Besides, the night is still young." She felt him shift in her arms and she slacked her grip lightly. He surprised her by tossing an arm around her shoulder and sliding their bodies together until they seemed to form one being.

"What else do you want to do?"

She could tell he was trying to change the subject, to cover up his moment of weakness. Felicia allowed him to think he had tricked her. He would talk about what was happening to him when he was ready.

"I don't know." She thought for a second. "What's your favorite food?"

He chuckled again, this time from actual amusement.

"Pizza, yours?"

"I like a lot of things." She admitted.

"What if you were trapped on an island though and could only have one food."

This new development gave her some pause.

"I don't know. Pizza is good."

"But is it your favorite?"

"No. It's yours."

"And." Peter shifted so he could look her in the eye.

"And, that's good enough for me." Felicia's eyes looked so big in the moonlight. All the chatter and footsteps of the surrounding people seemed to stop, and there was nothing in the world except the two of them and the bench.

"Felicia-" Peter began, trying to bring them back to the real world. But she wouldn't let him.

"What's your biggest secret?" She interrupted him.
"Don't-"

"I'll tell you mine."

"Please." He begged her. Peter wasn't ready. He couldn't do this right now.

"My biggest secret," Felicia cupped Peter's face in her hands. "I think I love you."

Peter closed his eyes as she kissed him again. The world around them was still silent, his vision was still black, and Peter wished that the kiss would last forever. Enjoyable as it was, the real reason was because once they broke apart, Peter would be expected to respond. He didn't know if he could.

Not yet.

"You were awesome."

"Stop it."

"But you really were."

"You're just being nice."

"No, I'm not." Eddie Brock grinned at his date, as they walked arm in arm down the street. "I had no idea that Lady Castella could have so much depth to her character. You really brought her to life."

MJ couldn't help the blush that crept into her cheeks. Eddie had been talking nonstop since they had left the theater. He had barely given her a chance to change out of her ridiculous costume, before whisking her away. Although he was being nothing but pleasant, MJ felt that something was a little wrong with him. He hadn't seemed this energetic when she'd first met him at Horizon.

"Why thank you, Edward," She spoke in a Shakespearean accent. "It was quite the honor to perform in your presence." MJ gave a curtsey, or about as much of a curtsey as you can get in a pair of tight jeans.

Eddie barked with laughter, causing his glasses to slide down his face.

"You're something else, MJ. Has anyone ever told you that?"

"They never really stop."

A puddle was taking up a portion of the sidewalk and Eddie grabbed MJ around the waist and hoisted her over the water, keeping her dry. MJ let out a surprised "EEK" as she was lifted, and stumbled when she came back to earth.

"Whoa, a little warning next time?" She chided, watching Eddie out of the corner of her eyes.

"Sorry," He laughed jovially. "I didn't want you to get wet."

"Yeah," MJ allowed him to take her hand and lead her towards the movie theater. "Are you on drugs?" She asked suddenly.

"What?" Eddie looked at her with a raised eyebrow. "Why would you think that?"
"You seem…" MJ grasped for the correct word, before settling on: "Heightened."

"Well I don't know," Eddie sidled up to her. "When I'm with you everything feels-"

"Peter Benjamin Parker!"

Eddie fell silent as MJ screamed, and he followed her gaze to a young couple sitting on a bench outside of the cinema.

The couple broke apart and Eddie recognized Peter and the cute girl that had been with him earlier at the lab. Eddie watched as MJ marched towards Peter with a fierce determination, which was equal in measure to her unbridled rage. Peter rose from the bench in an attempt to escape but it was too late.

MJ jammed a finger into his chest, looking up and roaring into his face.

"You have a lot of explaining to do!"

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**Part VII of Where Have You Been**

Peter went through a wide range of emotions in a short period of time. First, he was happy and relieved to see his old MJ. After all, she had just saved him from a potentially disastrous situation. Then he saw her green eyes widen with anger, her lip rise in a snarl, and her finger raise accusingly. Then all he felt was fear, not like his previous attack, but just as effecting.

Absolute, muscle-freezing fear.

"Uh- MJ!" He spluttered, in a panic. "It's so good to see you!"

Her fist impacted sharply against his shoulder and he actually took a step back, surprised to find that the blow actually hurt.

"Shut up!" She hit him once again. "You don't get to talk. Do you have any idea how worried I've been, how worried Doctor Connors, and Martha have been?!" When she spoke again, a punch to his arm punctuated each word. "What. Were. You. Thinking?"

Peter crumpled under her powerful assault, both verbal and physical. He really did feel terrible for running out on her like that, without even so much as an explanation. He needed to fix this, right now. Unfortunately for Peter Parker, that was the exact moment when all hell broke loose.

As MJ raised her hand to beat the man again, strong fingers wrapped around her wrist and she was flung away from Peter. MJ stumbled backwards, tripping over the ground and falling flat on her butt.

"You need to step off," Felicia Hardy positioned herself in front of her boyfriend. "Before I lose my patience."

Both Peter and Eddie Brock, who had followed MJ, were frozen in shock. The two men barely dared to even breathe. Eddie was thoroughly and understandably confused by the entire situation, Peter, on the other hand, felt like his entire world was being up-ended.

*There is no way in hell that this is happening.*

"What the hell?" MJ looked up from her spot at the ground, glaring at Felicia. "What's your
"What's my problem?" The brunette put a hand to her chest. "I'm not the one acting like a lunatic. You need to take a second and calm down, Ginger, before I make you calm down."

MJ scrambled to her feet, rising to her full height, which was in actually barely up to Felicia's shoulder.

"What are you going to do, Scarface? I'll shove my foot so far up you'll ass, it'll knock your teeth out!"

Felicia cocked an eyebrow, this little girl was feisty. She'd give her that.

"I'd really like to see you try."

To his credit, Peter tried to intervene.

"Hey guys, why don't we just sit down for a second and-"

"Shut up, Peter!" Both the girls yelled in unison, turning on him.

His shoulders slumped and Peter retreated, much like a puppy who had just been swatted with a rolled up newspaper.

"Who the hell are you anyways?" MJ demanded, returning her attention back to Felicia.

"I'm the girlfriend." Felica rested her hands on her hip, jutting it out to the side in a sharp angle. She cocked her head and, full of nonchalance, talked down at the redhead. "Who the hell are you?"

"Mary-Jane Watson," MJ proclaimed and squinted at the other woman's face. "I know you. You're Felicia, Felicia Hardy. We used to go to High School together. We met at Peter's Christmas party, senior year."

Felicia paused and quickly shuffled through her memories, but she could honestly never remember seeing the small red-head girl before.

"Watson… Doesn't ring a bell. Peter's never mentioned you before, sorry."

MJ's fists clenched and she stomped her foot angrily.

"Well he's never once mentioned you either. You can't be his girlfriend. He can't have another girlfriend already!"

"Well he does." Felicia pushed her palm against MJ's shoulder, forcing her back. "And I don't appreciate it when red-headed strangers come up and start harassing him."

"I am not a stranger!" MJ stepped back up and glared at Peter from around Felicia. He shrank back. "Tell her! Tell her, Peter."

"Look," Peter tried to push around Felicia. "I think we all need to calm down for a moment." Despite there hardly being half a foot of space, Peter wedged himself between the two women. "I need to talk to MJ. He looked Felicia in the eye. "Alone."

A smirk contorted MJ's face and Felicia resisted lashing out and tearing out one of the other girl's eyes.
"Come on, Peter." MJ grabbed him by the arm and, before anyone could say another word, she whipped him away from his partner, dragging him down the street.

Eddie, who had wisely decided to remain as far away as possible during the exchange, stepped forward now.

"Uh, hi. " He held his hand out to Felicia. "Edward Brock Jr."

Felicia gave him a quick glance from head to toe, then chuckled once, before settling back down on the bench and closing her eyes. This served to effectively block off all future attempts at awkward conversation. Eddie observed the lounging brunette for a moment, then he looked after his fleeing date.

"I guess I'll go…" He truly didn't have the slightest idea of what he should do. Muttering something about 'taking a piss', Eddie wandered away and left Felicia to brood in silence and solitude.

"I'm sorry about that," Peter felt like an animal being pulled with a leash by an untrained owner. "Felicia can be a little… confrontational."

Save for a loud and exaggerated snort, MJ did not respond, proceeding to drag Peter around a corner and down an alleyway. They made their way past a dumpster, before she spun him around and slammed him up against the brick wall.

"You better start talking now." MJ seethed through gritted teeth, gripping great fistfuls of his shirt. So this is what it's liked to be mugged? Peter wondered.

Unfortunately for him, no spider-themed superhero was going to come swooping down to his rescue. He was on his own for this one. Peter sighed heavily and tried to do his best to explain his strange behavior.

"MJ, I'm really sorry for-"

"You disappear like, just completely run away, I look everywhere for you, Connors looks everywhere for you, days go by, you fight two giant fucking robots, and in the end you just making out with some random chick in the middle of town." Despite her demands for his explanation, MJ seemed to be having a hard time letting him speak. "Peter, what the hell is going on!"

"If you let me say more than five words, I'll tell you!" He pushed himself away from the wall and she stepped back, giving him some breathing room. There was that feeling in his chest again, a sudden tightness. Peter could feel another attack coming on.

No. I'm not going to let that happen.

MJ watched him quizically as he took several long and deep breaths. His eyes were closed and he shivered once, but when he opened his eyes, they were firm and unreadable once again.

"I've been having problems, MJ." He explained. "Something's wrong with me. I have these random panic attacks and…" Peter looked away from her and admitted softly. "I'm hearing voices."

"Voices?" MJ was taken aback, she hadn't expected this.
"Well one voice actually." He glanced up towards the sky, then back at MJ. "I'm hearing her-." His voice broke and his hand flew to his face, covering his eyes.

"Peter-

"I'm hearing Gwen." He blurted. "I'm... hearing Gwen, in my head."

"Oh Peter," The fire in MJ's eyes was extinguished and she took a step towards him. "Do you- do you hear her now?"

Peter thought for a second, swiping the beginnings of moisture from his eyes.

"No. No, I don't." He shook his head.

He hated this. Talking about what was happening to him had made it that much more real. The crying didn't help either. Peter felt as if he'd been crying a lot recently, much more than he was accustomed to.

"I understand that things aren't going exactly well for you right now." MJ's voice brought sharpness back to his vision and cleared the fuzziness in his brain. "But her, Peter? Felicia Hardy?"

"What?" Peter looked at MJ, incredulous. He had expected some sentimental speech about "hanging in there" or "trusting your friends". But apparently MJ had a one-track mind.

"Why are you with her? She's just going to bring you down even more. Felicia isn't good for you, Peter, and you know that."

"What are you talking about?"

"She's just always been so... weird. I mean, does she even know about," MJ made a motion that vaguely resembled firing a bio-cable. "That thing."

"It doesn't matter, this isn't about me and Felicia."

"But it is, Peter!" She rubbed at her eyes, suddenly feeling exhausted. "I get that everyone deals with loss in their own way, but in the end, you'll just break her heart. It's obvious that she is way too into you."

"What are you trying to say?" Peter's face twisted with disbelief. "You think I'm using her like some sort of rebound."

"Well that's what it looks like. It's only been days since-." MJ managed to catch herself before she did the unthinkable and mentioned the cause of this whole mess. "Peter, it's been days."

"I'm not having this conversation with you." Peter was firm, shielding the delicate topic entirely. "I owed you an explanation and I gave you one. My conscious is clear."

"Peter," MJ looked up at him with her emerald eyes. "Why don't you just come home with me? You can get a good night's sleep, and then you could see Connors in the morning. Go back to work and school, live your life again."

"I can't, not yet. Those robots that attacked me the other day, I've found out where they came from and I have to stop them."

"They didn't attack you, Peter, they attacked Spider-Man." She corrected him. "Give up the mask and you can have a normal life again. You can put all of this behind you and just-"

"Yes! Exactly," MJ grabbed him by the shoulders and tried to shake some sense into him. "You feel like you have to torture yourself twenty-four seven, but you don't have to. Just let it go, please."

*Let. Me. Go.*

"No," Peter brushed off her hands. "I'm sorry MJ, but you're wrong. I'm not Peter Parker or Spider-Man. I'm both. There can never be one without the other."

Without thinking, he gently grabbed the sides of her head and quickly pressed his lips to her forehead. The skin burned there at the contact and MJ gasped softly when he pulled away.

"You've been a good friend, MJ, but this is something that I have to do. I can't give up the mask. It's a…" He thought for a second. "A responsibility."

"Peter, don't do this." MJ reached out with her hand towards him and tears pricked at her eyes. "Just come with me, please."

"I'm sorry," Peter backed away from her, making his way back the way they had come. "Not yet. I'll be in touch with you, and Doc Connors too. Thanks MJ," He turned and walked away, but not before adding. "For everything."

She stayed there in that filthy alleyway for a few more minutes, taking a good amount of time to collect herself, before following after him. Sending a silent prayer, MJ hoped that Peter and Felicia would be gone by the time she made it back to the bench. She didn't want to see her kiss him again.

Miraculously, her prayer seemed to have been answered. Fore, when she got back, it was only her date that was waiting for her. Eddie smiled and skipped towards MJ upon catching sight of her. His unexplained happiness was no longer amusing to her. Now it was just borderline obnoxious.

"Hey there, cutie." He grinned at her, but frowned when he saw her expression. "Is everything okay?"

"No," MJ looked away from him and touched a spot on her forehead. "Everything is *not* okay."

---

The hatch slammed down with a loud *clang*. Felicia flicked on the light and went straight to the cot, unzipping her jacket as she went. Peter leapt from the ladder to the floor, glaring at the woman's back. Sensing the force of his gaze, she turned to face him.

"What?" She demanded.

"Are you going to explain the way you acted back there?"

Felicia's brow furrowed. He sounded like a parent, like her father. She didn't like that.

*You are not my dad, and I'm sure as hell not your daughter.*

"What are you talking about?"

"You know exactly what I'm talking about." He was getting upset. Her feigned innocence was starting to piss him off.

"Oh come on." Felicia huffed and threw herself down on to the cot. "I was just going to rough her
up a bit. I wouldn't ruin her perfect little face, don't you worry."

Her words didn't seem to placate him, only infuriating him further.

"You shouldn't have done anything. There was no reason for you to confront her like that."

"Are you seriously mad at me?" Felicia sat up and stared at him. "I wasn't the one screaming and punching and causing a big damn scene."

"It's not about her, Felicia, this about you throwing gasoline on the fire. If you hadn't done anything I would have talked her down eventually.

"I'm soooo sorry," She drawled. "Next time I'll let you be her personal punching bag. If you like her so much, why don't you go lecture her for a little bit and leave me alone."

The words were out of her mouth before she could stop them and instantly she regretted it. He looked at her blankly for a minute, before shaking his head. Slowly a smile tugged at the corner of his lips, growing into a full grin.

"I can't believe you."

"Peter, I didn't mean it like-"

"You're jealous. Peter pointed at her, a tinge of laughter affecting his voice. "You, Felicia Hardy, are the jealous type."

"I am not." Felicia gaped at him. "That's the stupidest thing I've ever heard."

"No, no, it makes perfect sense." He grinned at her. "You don't have to be jealous. MJ's just an old friend."

"I am not jealous dammit!" Felicia slapped her hand on the bed, causing the canvas and metal frame to creak dangerously. "How could I possibly be jealous of a little, angry, ginger, dwarf!"

With her perfect hair, great skin, full lips, absolutely enormous-

Shut up, Hardy.

"She's not a dwarf." Peter corrected and made his way over to the cot. Felicia made room for him on the small furniture. "It's okay to be jealous, you know? It's a natural thing, a common emotion."

"I don't have emotions." Felicia rolled away from him and faced the wall, putting her back to her partner. Peter smirked and draped his arm over her waist.

"Lies." He pulled her towards him.

They stayed like that throughout the night, only shifting apart to remove clothes, before coming back together again. Peter fell asleep after a while, to be plagued by horrifying dreams that caused him to mutter in his sleep. Felicia stayed awake, inversely plagued by a frightening reality.

I do have emotions. She conceded. Fear, anger, jealousy... and love.

He had never told her that he loved her. Not on the walk back to their temporary home, not when they lay together, nor when they moved together. Peter was silent about the subject and Felicia chose not to restate her position. She had made the first move and now the metaphorical ball was in his metaphorical court. Whatever happened next was out of her hands.
She felt his uneven breaths on her neck, his rapid heartbeat against her bare back. Instead of distressing Felicia, they lulled her to sleep.

Peter awoke with a violent jolt.

Air, he needed air. Peter detached himself from Felicia and scrambled to find his clothes. After making himself decent, he climbed up the ladder and shoved the hatch open. He made it about two steps before falling to his hands and knees and dry heaving towards the ground. His stomach did gymnastics in his body cavity, but no fluids came out. Peter was empty.

Felicia must have not been awoken by his actions, because she did not come after him. Peter saw that as a blessing. He needed a moment to himself.

He was drenched in sweat, and once his futile heaving ceased, Peter crawled towards the edge of the building. Instead of pulling himself over the raised stone ledge, he leaned against the structure. It was hard and cool against his back, absorbing some of the heat that his body radiated. The frigid breeze felt nice too, tousling his hair and making it somehow even more unruly.

"We can't keep doing this." He said to no one. "I can't live like this."

*I know, and I'm sorry.*

"What can I do?"

*Let me go.*

"I… I can't. I loved you."

*And I loved you.*

"I'm sorry." Peter covered his eyes again, as if it would stop the tears from flowing. "I'm so sorry."

*For what?*

"I made a deal with myself," He sucked in a shaky breath. "I told myself… I would keep you alive. I would make sure you were safe, and then…"

*And then?*

"Did you know what I had planned for us?"

*Yes.*

"What would you have said, if I had asked?"

*I would have said yes, of course.*

"I should have asked," Peter wiped at the warm water on his face and looked up at the stars. "I should have just asked."

*Listen to me, Peter. You have to listen to me.*

He didn't respond. Peter just waited for the voice to speak, that soft voice.

*You have to be strong.*
"I'm tired. Gwen, I'm so tired."

*Then go to bed.*

Peter's head rolled forward, away from the sky and towards the hatch. He looked at the square hole and the blackness below.

"I love you." He whispered again, for the final time.

The voice didn’t answer. There was nothing. The only sound he heard was the gentle breeze and the steady hum of the city. There were no more tears, no more fractured minds.

Peter slowly rose to his feet and walked purposefully back towards the hatch. With a last look up towards the dark night sky, he shut the heavy door and went to bed.

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**Part VIII of Where Have You Been**

He got to work on the disrupter the next morning. Despite the device's relatively simple design, it took most of the day to modify it properly. The problem was that after cracking the thing open, he had found that most of the components were incredibly small, fit tightly into the compact device.

The sonic disrupter was essentially a gun, except without firing a lead bullet, it actually launched a silicon plug that detonated an EMP charge on contact with electronics. Peter had to give Walter Hardy credit, the disrupter was pretty awesome.

He sat on a stool, hunched over the workbench where the disrupter rested in pieces. His plan was to move some of the components around so that he could fit in a tiny radon coil, which would increase the duration of the EMP charge and hopefully outlast any countermeasures Smyth had in his drones.

"When the disrupter is fired, the charge will take effect immediately, but there'll be a delay before it'll disable any of the robots." Peter explained quickly, currently in the process of applying a tiny bit of solder to the device.

His partner was sitting cross-legged on the cot, growing more and more frustrated in her attempt to patch up Peter's suit. Several small tears could be sewn up easily enough. However, they were unable to find the correct colored thread and were therefore forced to use cheap black threads. This gave the suit the appearance of having thick, black scars crisscrossing the material. There was nothing that could be done about replacing the black lens. Peter had ordered his original lenses on the internet, but waiting for a new set to be delivered was merely a waste of time, especially if only his aesthetics were in jeopardy.

"Will you be using the gun or will I?" Felicia asked. She pricked yet another finger with the needle and shoved the digit in her mouth to suck off the droplet of blood that formed.

"It's not a gun," Peter corrected, taking off his protective goggles and turning around to face her. "And I'll use it, since you aren't coming."

"You can't be serious." Felicia gawked. "That's the stupidest thing you’ve ever said, and that’s saying something."

"It'll be safer, not to mention faster if I take on Smythe alone."
Felicia rolled her eyes and raised her hand, ticking off on her fingers as she rebuked his excuses.

"One, I don't need you to take care of me. Two, I can keep up with you no problem. And Three, there is no way you can break into Oscorp without me."

Peter laughed and turned back to his work. He pulled his goggles back on, lifting the soldering tool once again.

"I don't need, Felicia, you've already done enough." He waved a hand of his current project as proof. "It's just too dangerous."

"If I could take my eyes off of you for five minutes without you having some sort of panic attack, then maybe I would consider it." Felicia folded Peter's suit and set it aside. She rose from the bed and padded over to him, wrapping her arms around his neck. "Face it, Spider. You're stuck with me."

He was forced to set down his tools again so he could look up at her. Arching his neck, Peter looked into Felicia's eyes and she took the opportunity to steal a quick kiss. When they broke apart again, Felicia carefully removed his goggles for him, before resting her chin on his forehead. He sighed deeply and raised his hand, running his gloved fingers through her short hair.

"I won't be having anymore... attacks. I told you that."

"And I told you that I'm coming no matter what."

There was a long pause, as Peter tried to think of something to dissuade her. He wasn't used to this type of scenario. Gwen hadn't been the confrontational type; her and Peter agreeing on most everything. They weren't yin and yang. They were yin and yin.

Felicia, on the other hand, was not one to compromise, and this changed the dynamic of their relationship greatly. She couldn't be bribed or duped, and it was really starting to piss Peter off.

"I can't... I can't be responsible." He said after a while, slowly and with deliberation.

"If you push me away - if you do this on your own," Felicia shifted so she could look into his eyes again. "Then you are responsible. You need me, Peter. We're partners, remember?"

He closed his eyes and shrugged out her embrace, returning to his work. After a few clicks and a soft whine, the sonic disrupter was reassembled. Felicia watched as Peter turned in his seat and held the disrupter out to her, handle first. She grasped it, but when she tried to take it from him, he maintained a firm grip.

*I've never had a partner like this. She has to understand.*

"If things get out of hand, for even a second, you run." He stared at her with an intensity she had only seen once, as he almost beat a criminal to death. "You don't fight, you don't try to help. Felicia, promise me that you'll run."

With a swift tug, Felicia pulled the device from his grasp.

"Never." She turned from him and returned to the cot. Balling up Peter's suit, she tossed it to him and the costume landed in his lap. "Suit up. We're going tonight."

---

Technician's buzzed through the lab in the same manner as ants, after their hill has been disturbed.
People were shouting and running, yet throughout all the chaos, Alistair Smythe tried to maintain order.

"Cut off the power supply!" He yelled. "Just cut it all off!"

A technician near Smythe tapped furiously at an Oscorp tablet.

"We're trying sir, but the insulators aren't responding. We'll have to do a hard reboot." He explained rapidly.

"Well get on with it then," Smythe swiped his hand through the air. "Before this gets out of hand."

The technician scurried off again and Smythe observed his laboratory. All the ceiling lights were flashing on and off, with a few of them even blowing out in a shower of sparks. Nearly all of the computers were displaying error messages as electricity surged through the screens, discoloring pixels.

The elevator behind Smythe signaled the arrival of someone and the scientist turned to find Harry Osborn glaring at him.

Oh great, just what I needed: a noise complaint.

"Just what exactly is going on down here?" Osborn demanded, striding towards the scientist. "Power all over the building is fluctuating."

"Our trusty generator is just acting up, that is all." Smythe led Osborn from the command center and out onto the laboratory floor. "The problem is being fixed as we speak."

"The 'trusty generator' doesn't seem to be very trustworthy." Osborn commented. As the pair passed an open doorway, Osborn peered inside. "What- What is that?"

"Oh just a little side project of mine. Pretty, isn't it?" Smythe moved swiftly and pressed a keypad set next to the door. The door slid shut with a soft hiss and Smythe ushered Osborn forward. "Anyways, where were we?"

As soon as the words left his mouth, all the lights in the entirety of Oscorp Tower suddenly switched off. All of the employees were cast into darkness, permeated by small dots of emergency lighting in the ceiling. The pair stood still for about five seconds, before the lights flickered once and powered on again.

"Ah yes," Smythe observed the change in lighting. "I believe we were discussing the power situation. Well, everything seems to be back in order."

"Yes, I suppose it does." Osborn folded his hands behind his back and allowed himself to be steered back towards the elevator. "However, let's make the best of my visit while I'm here. Have you made any progress in the search?"

"None worth mentioning." Smythe answered quickly. "He's been lying low, sticking to the shadows. We haven't seen so much as head or tail of him for almost a week."

"Well keep me up to date." Osborn pressed the button for the elevator and turned to Smythe as he waited for the lift to return. "And do try to keep the power situation under control. I have a company to run."

"Of course, sir, won't happen again." Smythe saluted and turned on his heel, marching back
You know, I’ve always wondered something! The Black Cat had to scream over the wind to be heard.

Spider-Man didn't stop climbing, but glanced over his shoulder at the woman clinging to his back.

"Wondered what?!" He shouted back.

"How did you get your powers? I mean, you’re not like an alien or something, right?"

"An alien?" He laughed. "Wouldn't that be funny: If you found out you'd been sleeping with an alien."

"Funny isn't the word I would use." She tightened her grip on his neck as a particularly strong gust pulled at her body. "So you aren't going to tell me?"

"Why don't you try guessing some more? It's pretty funny."

"Peter-"

"Hey," Spider-Man bumped her with his elbow. "No names, we're doing a job here."

"Oh shit, sorry." The Black Cat mentally cursed herself. "It just feels weird now. I don't feel exactly right calling you Spider-Man."

"Well that's my name, Black Cat. Speaking of which, that name doesn't make any sense. You look nothing like a cat."

It was her turn to laugh and she nuzzled her nose into his neck.

"What would you prefer I wore? A pair of ears and a tail? Maybe I should start using a whip too."

"No that's derivative." Spider-Man cast a glance down at the street below. "Tell me how you got your name."

"Tell me how you got your powers."

"A spider bit me."

"I call bullshit."

"It's the truth. Now you're turn."

She was skeptical about his explanation, but decided she could pump him for information at a later date.

"My dad was called 'The Cat', so yeah."

"So yeah?" He repeated.

"Yeah, our names kind of fit together: The Cat and the Black Cat."

"You should have been called, 'The Kitten'. That would have been cute."

"I don't do cute."
"Lies."

Spider-Man thought of the cat picture that had once hung in her former safe house, before it had been destroyed by murderous robots of course. He took a moment to mourn the painting, the only major casualty of that battle.

"Hey," The Black Cat bumped her forehead against his neck. "This is our stop."

Spider-Man saw her hand lash out and point towards an air vent set into the side of the building.

"An air duct?" He scoffed. "How cliché."

"If it ain't broke."

Gripping the metal covering by a corner, Spider-Man bent the piece of metal outwards until there was sufficient room for the Black Cat to clamber inside. He followed close behind, choosing not to pull the cover back into its proper place.

Better not leave our exit blocked. He decided.

The Black Cat led the way. The air vents in Oscorp Tower were an absolute mess, merging with one another before breaking off again, forming a maze of metal. It would have been easy to get lost in the catacombs, were it not for the Black Cat's prior knowledge to the building’s layout.

"You've broken into Oscorp before?" Spider-Man asked, wincing when his voice echoed off the walls loudly.

"Once when I was a teenager. My dad showed me where they kept all the newest technology. Oscorp tech goes for high prices on the underground."

"Remind me again why I shouldn't arrest you."

"Because, you aren't even a cop."

"I practically am. I think DeWolff wanted to recruit me at one point."

Interesting. The Black Cat filed that information away for later inspection.

"But you didn't take the job?" She asked.

"Absolutely not, police officers get terrible benefits. Work on holidays? I'll pass."

She chuckled and led him around a tight bend. As they made their way deeper into the heart of Oscorp, all sources of light quickly faded away. The Black Cat took a moment to flick on the night vision of her goggles.

I guess Peter can see just fine. I mean, he hasn't complained yet. She thought, then. Or maybe he just really trusts me to lead him through.

That second thought put that warm sensation in her chest, which had become all too familiar once she had coupled with Peter. She continued on her way, but faltered when she sensed a stare from behind.

The Black Cat twisted her head around quickly and watched as Spider-Man suddenly flicked his gaze away from her, suddenly very interested in the walls of the vent.
"Hey," She hissed at him. "Eyes front, soldier. My ass will still be there tomorrow."

"I wasn't- That's not..." Spider-Man glared at her. "Shut up."

She stifled a laugh as she led the way once again.

"My eyes are always front." He eventually growled back.

"Now who's telling lies?" She smirked in the darkness.

A few more minutes of crawling and the Black Cat brought them to a halt in front of yet another metal grate.

"Here," She pointed. "This is the one."

Spider-Man shimmied past her and bent the vent cover like he had before. He poked his head past the mouth of the duct and peered down into the darkness. It was the main elevator shaft. The long vertical tunnel was periodically lit with white bulbs spaced evenly apart. The shaft seemed to stretch up to the heavens and down to the center of the earth. Spider-Man whistled quietly.

"I guess we're going down?" He said, as he climbed from the vent and helped her to perch on his back once again.

"You guess correct." She wrapped her arms around his neck. "Smythe is listed as having a laboratory on L5."

"Which is?" Spider-Man started climbing down. He was forced to travel feet first, so as not to dangle his partner into the abyss.

"A long way down." She answered, resting her head against his shoulder. It was more comfortable then one would expect. He had a rhythm to his movements that rocked the Black Cat like she was being cradled in some sort of bassinette. If she wasn't anxious about fighting potentially dozens of killer robots or keeping a strong grip on her boyfriend, she might have fallen asleep.

They climbed for some time. Spider-Man went as fast as he could, all the while being mindful of his passenger. Suddenly there was a loud whine and all the lights in the shaft blinked out, casting them into darkness.

"What the hell?" He breathed, halting his progress.

The Black Cat glanced around the shaft, which was still illuminated by her night vision.

"I don't-." She was halfway though her sentence when, starting at the bottom of the shaft, all the lights began flickering back on, one by one. Soon enough, everything was properly illuminated again and Spider-Man continued his descent.

"That was weird." He commented.

"Yeah," She whispered back. "Let's hurry up before anything else happens."

It was that precise moment that Spider-Man looked up to see an elevator bearing down on them. The shaft was pretty wide, but so was the elevator, which was often used to freight bulky equipment between floors. In other words: it was a snug fit and Spider-Man could only guess that there was less than half a foot of space between the lift and shaft walls.

"I think you jinxed us." He shot over his back, increasing his pace down the wall in an attempt to
out-run the falling ceiling. The Black Cat glanced up at his words and frowned at the new
development.

"There's a trap door on the bottom." She said, pointing with one hand while gripping Spider-Man
with the other. "Just bust up through there."

Spider-Man followed her finger and saw that there was in fact a square door set into the bottom of
the lift, most likely used for maintenance purposes.

"It's a pretty small target, and what if there are people inside?"

"Well there are people outside and I say it's our best shot, unless you have any other ideas?"

If Spider-Man was undergoing this mission alone, he would let himself fall down the shaft and
land at the bottom easily with a last-minute bio-cable. However, that was a risky maneuver and
jeopardizing Felicia more than he already was, didn't appeal to him. Not to mention, the elevator
would probably crush them anyways when it reached the bottom as well.

"Hold on." He waited until she tightened her grip once again, before pushing them both away from
the wall.

They drifted out into space, towards the center of the shaft and away from the four walls. Spider-
Man shot his hand out and fired a web next to the trap door and tugged hard. The pair shot upwards
and at the last second Spider-Man released his web and covered his head with his forearms, which
absorbed the impact against the door. Luckily, the entryway gave under the force and the trapdoor
was ripped off its hinges as the two of them entered the lift.

The ceiling fell to meet them and Spider-Man quickly adjusted his position so he could cling to it
safely. The entire lift rattled once before stabilizing and the Black Cat released her grip on Spider-
Man, falling to the floor. She crouched and scanned the room to find that it was graciously
deserted.

Spider-Man dropped next to her and then attempted to fit the trap door back into its original
position, but it was hopeless; the square of metal was now bent almost beyond recognition. He
tossed it to the floor and turned when Cat tapped his shoulder.

"We're in luck." She said and pointed once more, this time at the display above the elevator doors.
"This thing is taking us straight to L5."

The elevator doors opened with a piercing ding and Harry Osborn looked up from his phone.

All the blood in his veins seemed to stop moving at once and his jaw fell open in surprise. He
looked from the woman in the cat-suit to Spider-Man and back again, not really sure if he was
seeing things clearly or not.

"Uh- Hi?" The strange woman said, before lunging forward with her fist.

"No!" Spider-Man fired a web, snagging his partner's hand and pulling her back.

The Black Cat stumbled and wheeled on Spider-Man after regaining her balance.

"What?!" She demanded.

"Harry?" Spider-Man brushed past her, not answering her question. "Harry what-"
"Smythe!" Osborn screamed, furiously back-pedaling away from Spider-Man. "Help!"

"Harry don't- just wait a second!"

Osborn turned to run, but Spider-Man lashed out and grabbed onto his coat, pulling his old friend back. Osborn struggled in his grip, screaming for help the entire time.

"Smythe! Smythe!"

"Oh shut up." The Black Cat decided she had had enough. She grabbed Osborn and tore him from Spider-Man’s grasp, tossing him to the ground roughly. He fell silent as he tumbled and came to a rest on his back, glaring up at his attackers.

"Felicia, stop! Leave him alone." Spider-Man pushed her away and crouched next to Osborn. "Harry, you to stop yelling. We're here to help."

"You- you get away from me." Osborn pointed a shaky finger into the masked face. "Just stay away!"

The Black Cat crossed her arms and muttered something about codenames, before turning from the two men. She decided that they obviously needed time to work out… something. All in all, things had been going pretty smoothly up until now, but this was an extenuating circumstance, an unknown variable. In her opinion, Osborn should have been dealt with quickly before he had the chance to cause any problems.

Unfortunately, that was when the door leading to the laboratory floor opened and Alistair Smythe poked his head though.

"Well isn't this a surprise." He stepped fully into the entry way and calmly clasped his hands behind his back. "I offer you one chance to surrender, Spider-Man. Leave Mr. Osborn alone and I'll let you and your companion leave with your lives."

Spider-Man stood and positioned himself in front of Osborn, while Cat pulled the sonic disrupter from a holster on her hip and leveled it at Smythe. The disrupter wouldn't do any real damage to the man, save for leaving him with a cruel welt, but he didn’t have to know that.

"You're the one that's going to surrender, Smythe." Spider-Man spat. "I know that you're the one who made the robots."

"Oh yes, my Spider-Slayers you mean." A grin split Smythe's face and he advance forward, rubbing his hands together. "Beautiful aren't they, although the ones you encountered before weren't a true representation of the power that they wield." He pulled a remote from his pocket and pressed one of the many buttons covering the small device. "Perhaps you'd like to know the real extent of my mechanical genius?"

_Mechanical genius._ The Black Cat rolled her eyes behind her goggles. _Give me a break._

Swiftly, she aimed the disrupter and shot the remote out of Smythe's hand. The remote hit the ground, sparking brightly, and slid away from them. Instead of looking defeated however, Smythe started to laugh.

On the laboratory floor, the _whirring_ and _clanking_ of metallic gears could be heard. This was followed by the screams and shouts of several technicians, who wisely chose to make their exit as no doubt the Spider-Slayers were coming to life.
"Tell me Spider-Man," Smythe stifled a fit of giggles. "How fast can you ru-"

Smythe was silenced by a fist connecting with his jaw. The scientist twisted with the impact and, tripping of his own feet, fell to the ground. Spider-Man pounced on him, holding the man down, while bringing their faces close together.

"Shut them down, Smythe, all of them. Now!" He shook the man roughly, but Smythe only laughed as he was jostled.

A hot rage bubbled under Spider-Man’s skin. Here he was, with another lunatic, who only responded by laughing in his face when threatened. The sense of Déjà vu was overpowering and Spider-Man raised his fist to put a stop the laughter forever.

"Spider! Heads up!"

He stopped at the shout and turned his head towards the laboratory entrance. The whole wall shook and crumbled, falling in on itself in a shower of dust. The Black Cat retreated, raising the disrupter and firing blindly into the dust cloud. There were several sharp pings as the EMP plugs impacted against something metal.

"Conserve your shots!" Spider-Man released Smythe and rose to his feet, charging towards the laboratory. "Don't shoot unless you can hit something!"

Now momentarily forgotten, Osborn scrambled to his feet and hurried to the furthest corner, folding himself into the smallest shape possible.

Black Cat ceased her firing as Spider-Man pushed from the ground and flew through the air. In his mind, the best course of action would be to go in fast and hard, take down as many of the Spider-Slayers as possible, as quickly as possible. The cloud of dust filled his vision and when he came out on the other side, his eyes widened behind the mismatched lenses of his mask.

One of the Slayers, the one who had broken down the wall, had been tagged with the disrupter and now lay sparking on the ground. Beyond that, the laboratory stretched out for hundreds of yards and every inch of the floor seemed to be covered with shifting and gyrating Spider-Slayers.

Spider-Man landed on the chest of the fallen Slayer and instantly hundreds of glowing red eyes snapped to him. As hydraulic joints started to move and mechanical limbs shifted in their sockets, Spider-Man gritted his teeth.

This is really going to suck.

He leapt.

Part IX of Where Have You Been

Something flew past his head and exploded behind him, a small missile of some sort.

I really hope nobody back there got hurt. He thought, and then added. Nobody I like, at least.

Spider-Man lunged forward, rolling off the fallen Slayer and springing into the air once again. Keeping up his momentum, he fired a web at the ceiling and swung out over the sea of robots, hopefully drawing the fire away from the elevator and his friends.
Although the massive amount of Spider-Slayers was a serious threat, Smythe had made a serious mistake in their programming. The drones had no precognitive instincts, cooperative instincts, or self-preservation instincts. They looked for Spider-Man, tried to kill him, and that was pretty much it.

*If I'm going to get out of this, I have to use that to my advantage.*

Bullets burnt their way through the air, singing his costume and punching holes in the ceiling above him. More than a few lights exploded in a shower of sparks, and a combination of rock and dust started to rain down on the Slayers. Another missile came up on his left and Spider-Man released his web, falling towards the writhing mass of metal. The missile turned sharply in an attempt to track its target.

Aiming for one of the few clear spots on the laboratory floor, Spider-Man rolled with his landing and slid between the legs of one of the Slayers. The missile that had been following him connected with the drone and ripped the machine to pieces in a fiery explosion.

With no time to pause, Spider-Man pushed off again and kicked the nearest Spider-Slayer in the chest. The drone fell backwards, knocking several companions to the ground, whilst spraying its machine gun with reckless abandon. Two more Slayers were riddled with bullets, and Spider-Man was forced to flip away to avoid being sliced in half by the lethal spray.

He felt an odd heat rush over him. The thrill of the fight was fresh in his veins and paired with his early victories against the Slayers, he was feeling pretty good. Then he realized that the odd heat was actually starting to become painful. Then he realized that he was actually on fire.

"What the hell!" He crouched low to the floor and shook his arm, furiously trying to dislodge the flames. The smell of the burning fabric and singed arm-hair reached his nostrils and he resisted a gag. Throwing up inside of his mask did not seem like a good idea. Something hard impacted against his side and as Spider-Man was thrown into the air; harshly reminded that standing still for too long was a potentially deadly mistake.

He reached out to fire a web and pull himself to safety, but was swatted again before he could get his bio-cable off. Feeling a sudden empathy for tennis balls, Spider-Man collided roughly against the wall. He managed to cling to it though and scuttled along the vertical surface, dodging yet another barrage of gun fire.

*There's just too many.*

He web-zipped to a nearby Slayer and drove his fist through the robots head. The robot crumpled and as Spider-Man pulled his hands free, jagged edges of metal dug into the skin of his arm.

*How many are left? Twenty? Fifty? A hundred?*

His spider-sense went into overdrive, and he cart wheeled out of the line of fire, before pouncing onto another drone. Sticking to his original plan, Spider-Man moved as fast as he could, taking out as many Spider-Slayers as super-humanly possible.

*There's just too many. He ripped off a metal arm and shoved it down the steel throat of robot. There's just too damn many.*

She watched as Spider-Man leapt into the cloud of dust and disappeared into the fray. He was apparently trying to deal with all of the Spider-Slayers, before she got a chance to be put in harm’s way.
And they say chivalry is dead.

The Black Cat took a second to glance at the prone Smythe and the cowering Osborn.

"Don't worry, boys. Mommy and Daddy will be back soon." She shot them a wink, cocking her sonic disrupter and turning towards the laboratory entrance.

A missile soared through the dust.

Well shit.

Thinking quickly, the Black Cat turned and dived. Osborn let out a rather feminine scream as the woman collided with him, flattening them both to the floor. The missile flew through the open elevator doors and detonated violently. Cat's left ear popped painfully and she grimaced as a loud whining filled the other one.

The room seemed to be spinning, but the Black Cat still stumbled to her feet anyways and examined the wreckage. The lift was completely destroyed and bits of flaming debris fell down into the darkness of the shaft, presumably hitting the bottom far below.

Guess no one will be riding that anytime soon.

She wasn't too bothered by the loss though, being on the same team as a wall crawling vigilante had its perks. The Black Cat turned to Osborn to find him staring up at her in a mixture of fear and disbelief.

"No need to thank me, slick. If I had it my way, I would have broken your face when I first saw you." She pointed a stiff finger towards the ruckus going on in the laboratory. "You mean something to him. Don't make me regret saving your life." The Black Cat took his silence as confirmation that he understood her words.

She turned and made to rush to her partner's aid, stopped once more when she saw Smythe attempting to crawl away. She advanced on him swiftly and struck him in the stomach with a powerful kick. He cried out and clutched at his bruised ribs.

"Don't worry, Smythe," She leaned down and grabbed the collar of his shirt. "There's plenty more where that came from, ta ta for now."

Leaving the scientist moaning in pain, the Black Cat sprinted out of the elevator lobby and into the laboratory. It was a veritable war zone in the enclosed space. Spider-Man was a blur of red and black, tearing apart Spider-Slayers left, right, and center. Despite her plan to help, the Black Cat was kind of overwhelmed by the scene before her.

She'd seen Spider-Man in action before, of course, and had actually been on the receiving end of some of his punches at one point in time. She'd seen him fight human rhino and scorpions, mercilessly beat two mediocre bank robbers, and deal with his own decaying mental state. But somehow this was different than any of that. It was so fast, so violent. It was primal and animalistic. Spider-Man was in a blood frenzy, killing the machines that had never been truly alive in the first place. And yet for the first time, in all the time she had known the man, she was almost scared of him.

It was a different Peter, warped by pain and loss. Therefore, it was different Spider-Man, more offensive and overall less cautious with his actions. She could lie to herself: say that it was alright if he got a little carried away in the fight.
I mean, it's just robots right? Soulless machines that are trying to kill him.

And yet, she knew it wasn't true. He was beating the Slayers with everything he had, working out his problems though violence. Hopefully, when all was said and done, he would be able to walk away from this with less murder in his heart and less darkness in his brain.

Hopefully.

Deciding that she had wasted too much time judging her boyfriend, the Black Cat raised her disrupter and fired into the sea of Spider-Slayers. Spider-Man was doing a pretty good job, taking down Slayer after Slayer. The problem was that after one fell, two more came to take its place. The collective metal hydra focused all of its attention on Spider-Man, giving the Black Cat free reign with her weapon.

This changed however after the first Slayer fell. The drones nearest to their sparkling comrade turned from Spider-Man and focused their attention on the new threat, namely the Black Cat.

*Shit. Shit!*

They opened fire on her, spraying an absolute hail storm of bullets in her direction. She dived to the floor once more and rolled behind the relative safety of a nearby desk. The heavy piece of furniture wouldn’t last long though, the bullets ripping large chunks from the steel.

Taking a risk, she popped her head over the lip of the desk and fired once with the disrupter. There was another *ping* as a Slayer was hit, followed by a loud *whine* and a flurry of sparks. The drone she had managed to shoot folded in on itself and slumped to the floor like a fallen toy, albeit a deadly, big, and very expensive toy.

She didn't have a moment to celebrate her small success though, as the already ruined desk that served as her pitiful cover completely dissolved under yet more gunfire. The Black Cat dashed out and made her way towards a closed door. The open laboratory was great for performing experiments, but completely terrible for a shootout, having virtually no reliable cover. She fired once more in the general direction of her adversaries, silently saying a prayer every time she heard the evidence of a direct hit. Her prayers stopped however when she squeezed the trigger and received only a dull *click* in response.

*Well he did tell me to conserve my shots*....

Approaching the door quickly, with bullets tearing up the floor at her heels, the Black Cat burst through and slammed the door shut behind her again. The thin piece of metal wouldn't hold off the Slayers for more than a few milliseconds, but it might earn her a little time to catch her breath. She scanned the room then, only to find that she was not alone in the small storage cupboard.

"What's up?" she asked of the cowering technicians. Raising the empty disrupter, Cat fired a few more feeble *clicks* at the ceiling. "You wouldn't happen to have any big weapons back here would you? I seem to be out of ammo."

Wordlessly, a tech pointed towards what looked like a bazooka resting on a shelf in the corner. The Black Cat holstered the now useless disrupter and crossed to the shelf, a malicious gleam in her eye. She could have kissed Smythe if she didn't hate him so much. After all, he had left this little beauty out for her to find. Unintentionally of course, but it was the thought that counted.

There was a strap attached to the portable cannon and Black Cat slipped the monstrosity onto her shoulder, much like the average person would carry a purse.
"You guys wouldn't happen to know how to use this thing would you?"

The huddled collection of techs shook their heads, no.

"Alright, that's cool. It's more fun to learn as you go anyways." She hefted the bazooka and pointed it at the door. "I'd stand back if I were you."

The bazooka actually had a name. After building the thing, Smythe had taken to calling it "Rose". It was about six feet tall and weighed an absolute ton. Felicia amused herself for a second, imagining a certain redhead trying to lift the device. A smirk graced her features, only serving to terrify the technicians more, if possible.

One in particular covered his eyes with his hands and swallowed hard.

_I really need a new job._

Cat slid a hand into the trigger guard and squeezed. Needless to say, she was genuinely surprised when a bright red laser burst from the muzzle and burnt a perfect circle in the metal door.

"Alright!" She cried, slowly stepping forward while aiming "Rose" carefully. "Laser canon - I can make this work."

The door melted completely and drooped down to form a puddle of red-hot steel at her feet. She casually stepped over it like it re-entered the laboratory. The Black Cat was happy to see that her initial laser burst had cleanly seared through the Slayers that had been closing in on her, and that there was now a black spot of ash burnt into the stone of the far wall.

She turned and faced the rest of the Spider-Slayers, finding that Spider-Man had been busy while she had been shopping. A great number of Slayers lay in crumpled heaps around the large room and several were even dangling from the ceiling in bio-cable cocoons, swinging gently like monstrous pendulums. Spider-Man was currently in the process of beating in the chest plate of a fallen drone and Felicia watched as a new Slayer advanced up from behind him.

Knowing full well that his spider-sense would alert him to the impending danger, the Black Cat decided that she should help out anyway and aimed what was now her new favorite thing in the world.

_I really hope Peter lets me keep this when we're done here._

Spider-Man reared back and brought his fist down once more, finally penetrating the hard exoskeleton of the Spider-Slayer. His fingers wrapped around the first object he encountered and with a mighty pull he pulled out the Slayer's heart. The machine spurted and died, spewing black oil from its chest cavity like a fountain. A great amount of it sloshed onto him and his vision was momentarily obscured as the bitter taste of the fluid filled his mouth. He swiped his lenses clean as his spider-size tingled, compelling him to whip around.

A Spider-Slayer had managed to sneak up on him and was now raising its metallic fist to punch him. Spider-Man crouched slightly and prepared to leap away, when suddenly a brilliant red light silently zoomed from the corner of his eye and sunk itself into the robot's chest.

His attacker crumpled instantaneously, and Spider-Man turned once more to find the source of the laser beam. The Black Cat was stood on the other side of the laboratory with something that closely resembled a… well a bazooka, resting on her shoulder. She sent him a cheery wave, before blasting another Spider-Slayer into oblivion.
You're just full of surprises aren't you, Hardy?

Spider-Man fired a web and pulled himself into the air, giving himself a bird's eye view of the warzone. The majority of the Spider-Slayers had been destroyed or at least put out of commission, and those who remained seemed to be out of bullets, since they had recently resorted to swinging uselessly at the nimble vigilante. He watched as the Black Cat made swift work of several more drones.

It won't be long now until every single Spider-Slayer is destroyed. He thought with a smile.

He had noticed several things about these particular models of Slayers. Most obvious was their lack of any kind of flying apparatus. No jet pack, rocket boots, or mechanical wings could be seen. They did, however, make up for this weakness with the addition of their explosive missiles and more durable armor. Spider-Man couldn't help but wonder is Smythe had another variation of his precious robots tucked away somewhere.

He would get his answer soon enough, as he spotted the man in question slink back into his laboratory and rush towards a keypad set into a wall. Spider-Man web-zipped over to him and collided with Smythe, tackling him to the ground.

"Going somewhere?" Spider-Man growled, hefting Smythe to his feet and pressing him up against the wall. "It's over Smythe. Deactivate the rest of the Spider-Slayers."

The scientist struggled feebly in the other man's grasp, not agreeing or disagreeing to Spider-Man's firm demand. In his mind, the situation could still be saved. Smythe could still win. All he needed was an ace in the hole.

"Spider-Slayers!" He shrieked loudly. "Activate Contingency Protocol Fourteen!"

Immediately all of the drones still standing responded to their creator's call and started marching in the direction of the elevator.

"What's going on?" Spider-Man observed the movements of the Slayers and shook Smythe again. "What did you do?"

"Release me now Spider-Man and I'll spare his life."

"Spare his life? Whose life? You better-." Spider-Man's brain caught up with his words and he dropped Smythe abruptly.

Harry.

Spider-Man turned and was already firing a bio-cable before Smythe got the chance to hit the floor. He was swinging though the air again, pulling himself across the room and towards one of his few remaining friends in the world. He could already tell that he was too late though. Spider-Slayers shoved through each other in their attempt to reach Osborn, crashing through what remained of the wall leading to the elevator lobby.

There was a loud clang as metal crashed against metal, then a man's yell for help, and finally a flash of red light.

"You idiot!" The Black Cat screamed. "Get Smythe! I've got this covered."

She blew another Spider-Slayer away from Osborn and waved Spider-Man away, swinging her weapon towards another drone and firing again.
Spider-Man realized his mistake and quickly changed direction in mid-air, turning back to incapacitate the reason for all of this mess. However, Smythe was already standing, punching furiously at the keypad he had been trying to reach before. An adjacent door slid open and the man dashed inside. Spider-Man swooped low and flew into the passageway after him.

Smythe had made his way into his private lab, jogging towards his ace in the hole. He was out of breath though, all this running and fighting wasn't something he was used to. Spider-Man flipped into the room and crouched low observing this new setting.

It was much smaller than the main laboratory floor and completely bare, save for a raised platform in the center of the room. Smythe struggled up and onto the platform, clambering towards the very middle.

"Stop!" Spider-Man yelled as he stepped forward. "There's nowhere else to run, Smythe. It's over"

Smythe came to a stop at his destination. He turned to Spider-Man, gasping and resting his hands on his knees.

"I'm not running anymore, Spider-Man." He straightened and held his arms out from his sides. "This is not the end, only the beginning."

Thin, spidery mechanical arms protruded suddenly from the floor and ceiling, converging on Smythe and buzzing around him like a pack of bees. Spider-Man stepped forward, ready to bring a stop to whatever was happening, but before he made it anywhere close to his opponent, the arms retreated once more.

"Oh come on," Spider-Man breathed. "Really?"

Smythe was now covered in heat to toe in a metal suit. Gears shifted and mechanisms hissed as the armor molded to him and a pair of red eyes flickered on, glaring at Spider-Man from the silver helmet.

"May I introduce you," Smythe jeered, his voice now distorted by the mask. "To my little pass-time? I call this, The Spider-Slay-"

Unfortunately, Smythe didn't get to finish his highly dramatized introduction, as Spider-Man once again interrupted him. The masked vigilante tackled The Spider-Slayer from the stage and wrestled him to the floor.

Spider-Man positioned himself above Smythe and punched repeatedly at his armored cranium. After the third punch, his knuckles started to hurt, after the tenth, Spider-Man was pretty sure his hand was broken again. Through the barrage of blows, Smythe giggled like a school-girl, actually enjoying his enemy's attempts to wound him. With a wave of his arm The Spider-Slayer pushed Spider-Man from him and rose to his feet swiftly.

"You cannot harm me, Spider-Man. My suit is made entirely of Adamantium."

Adamantium?

The word stirred something in Peter's brain, an old lesson from his high school days.

"Adamantium," Doctor Connors explained. "In its solid form, it is colorless, shiny, and resembles high-grade steel or titanium. It is almost impossible to destroy or fracture in its solid state and when crafted to a razor edge, it can pierce lesser materials with minimal application of strength."
Who knew? Turns out what you learn in school can save your life. Even though, in this particular example, Spider-Man's flashback only served to tell him what he already knew: He was screwed.

There was a sharp *shink*, as metal slid against metal and a razorblade protruded from The Spider-Slayer's wrist. Smythe advanced on Spider-Man.

"Of course," Spider-Man groaned. "Of course you have a damn sword!"

He leapt from the ground as Smythe swiped at him, flipping over the metal man's head and sticking to the far wall.

"Why can't you make things easy, Spider-Man?" Smythe lazily waved his blade through the air as he moved after his target. "How many times do I have to try and kill you?"

"I don't know. But in all honesty, you've been doing a pretty terrible job so far."

Spider-Man crawled up onto the roof, creating more distance between him and The Spider-Slayer. He needed a plan, some kind of way he could defeat Smythe without actually having to penetrate the impenetrable exoskeleton.

The answer came soon enough, hidden behind its simplicity. Just like all sets of armor, there were kinks or joints in the suit. Smythe's ace in the hole was no different, except his kinks were the metal gears and mechanisms that allowed him to move the heavy Adamantium with relative ease. All Spider-Man needed to do was halt the processes being carried out by these components and the suit would cease to function. At least, that was the theory.

Spider-Man dropped back to the ground and waited for Smythe to raise his sharp weapon once more. Once the villain’s arm was raised, Spider-Man fired a glob of bio-cable into the exposed circuitry hidden under his arms. There was a *hiss*, a single gold spark, and then the arm's movements stopped entirely.

Smythe felt himself tipping to the side and brought his foot out to halt his movements. The arm of solid Adamantium was easily heavy enough to topple The Spider-Slayer, though Smythe resisted the tug of gravity, balancing his weight with the rest of the suit.

"You think you've figured out my weakness." Smythe brought his other hand around, swinging at Spider-Man. "But you've only slowed me down slightly. I can still win!"

Spider-Man easily stepped away from The Spider-Slayers final punch. The heavy arm pulled the whole mechanism to the ground and Smythe came to rest face down on the floor. Scrabbling with his one mobile arm, he tried to rise again, but Spider-Man stopped him with a boot to his back.

"No." He said as he webbed the man to the ground. "You can't."

The Black Cat was lounging in the lap of a dead Spider-Slayer when Spider-Man exited the separate room. Harry Osborn was standing awkwardly to the side, really unsure of what to do. Upon seeing the him, Felicia slid from her perch and strolled over to him smiling.

"Congrats, Spider. It looks like we did-." She began, but paused when her boyfriend ignored her completely.

He made a bee-line for Osborn, whose eyes widened as the masked man approached him.

"Peter." Osborn raised his hands. "Peter, just relax for a second. It's not what you think."
"What the hell were you doing here, Harry?" Spider-Man demanded, tugging off his mask. "You were almost killed."

"Whoa, whoa, whoa," The Black Cat slid up next to Peter. "He knows who you are?"

Both Peter and Harry looked at the woman, then back at each other.

"Yeah," Peter said, his fire fading. "He knows."

"How?" She asked putting her hands on her hips.

"Yeah, Peter." Harry met his old friend's eyes. "Tell her how I found out."

Peter looked between both of them, unsure if he should answer truthfully, or even answer at all. It was a simple enough question with a painfully simple answer.

_What do I say?_ Peter wondered. _"He saw me kill his dad."_

"I- It's not important." He finally answered, before asking Cat. "Why do you even care?"

"It's supposed to be our secret." She responded as if it was obvious.

"Oh, really? I uh - didn't know you thought that." Peter really didn't want to have this conversation now.

The Black Cat cocked her head and glared at him.

"Who else knows?"

"Quite a few people, but it doesn't matter right now." He waved her off, turning back to Osborn. "Why were you here, Harry?"

"I happen to own Oscorp, as if you don't know." Osborn crossed his arms and leaned towards Peter. "The better question is why you are here? Destroying my property, ruining my employee's hard work, almost getting me killed."

"Harry," Peter reached out and grasped his friend by the shoulders. "Smythe is a bad man. He's been using his Spider-Slayers to... well try and slay me. Whatever he told you was a lie. He's been using Oscorp resources to create monsters."

Osborn shook himself free from Peter's grasp and backed away from him.

"Just leave me alone, Peter. I promise not to tell anyone about your secret if you just let me go." The business man tried to reason with Peter.

"Harry, I'm not going to hurt you."

"Just my family then? Everything I care about or for you've ruined. My father, my company, Gwen."

At the mention of her name, he stepped forward. Easily a few inches taller than Osborn, Peter towered above him. Peter spoke quietly.

"Your father." He seethed. "Your father did- did that! Don't you dare, not even for a second, pin that on me."
Osborn looked up at his former friend and chuckled softly, though without humor.

"Look at you go." Osborn sneered. "Tall, dark, and scary, 'Don't you dare' he says." Osborn placed a hand on the taller man's chest and pushed him back. "You can't touch me. You care too much."

"Keep pushing your luck." Peter growled. "You might be disappointed by how much I care." He turned to his partner. "Is the way out still clear?"

"The elevator is wrecked." The Black Cat explained. "There is an emergency exit through the control center though."

Peter nodded and faced Osborn once again, pulling his mask back on as he did so.

"Get out of here Harry. I promise I'll… talk to you soon, about things. Call the cops when you get to a phone, it'll be interesting to see what DeWolff thinks of all this."

"Don't bother with the talk," Osborn straightened the lapels of his custom suit. "I understand everything perfectly."

The sound of his polished shoes on the debris-strewn floor filled the laboratory as he left. Spider-Man and the Black Cat watched him until he disappeared from sight.

"Peter," She eventually said. "You know that he caused all of this right?"

"What are you talking about?" Spider-Man led the way across the laboratory floor, picking around the Spider-Slayer corpses that littered the ground.

"Harry Osborn, he had to have known about Smythe's plans. He said it himself, Smythe was his employee."

"Just because they work in the same building, doesn't mean they were working together, at least not on this."

"Peter, stop" She grabbed his arm and forced him to face her. "You're not stupid, not by a long shot. If you can't see that your friend wanted you dead, then it's because you don't want to see it. Sometimes the truth hurts, Peter, but it's the truth."

Spider-Man wrenched his arm free and continued on his walk.

"You're wrong," He reassured himself. "Me and Harry, we go back. Way back, before everything."

She opened her mouth to once again convince him of the blatant obvious, but thought better of it. There would be time later for harsh realizations, when he wasn't so guarded and when she wasn't so tired. Right now they still had a job to do.

"What are we looking for?" She asked, changing the subject while examining a severed Slayer head.

"I don't know," He answered as he scanned the room. "Just something."

All over the ground, covered by shattered robot pieces, were thick cables that snaked around each other, until converging at one point on the wall. These were the cables that charged up the Spider-Slayers and supplied them with power. As the drones were activated the raised power lines had retracted into the floor, giving the drones room to maneuver.

Spider-Man followed the path of a cable all the way to the wall. He pressed his hand up against the
flat surface, followed by his ear. His heightened sense of hearing picked up a steady humming from the other side of the barrier.

"What's back there?" Felicia joined him.

"I don't know."

Another key pad was set into the wall a few feet away and he pointed at it wordlessly. The Black Cat understood his silent communication and went to examine the electronic lock. It was a basic number pad, with nine digits and an enter key. She slid a long claw into the corner of the pad and pried the front loose, exposing a mess of wires. Pulling out one at random, she shoved it in her mouth and started to chew at the rubber casing.

"You know we make a good team." She commented around a mouthful of wire. "We should do this more often."

"Maybe," He replied, then smiled slightly. "I seem to have a habit of taking you out on shitty dates."

"So this is a date?" She successfully stripped the wire and started manipulating the copper strands.

"Why not? I'd say it's about on par with the first one."

"You're too hard on yourself." The Black Cat retied some of the wires and fitted the front of the key pad back into place. "You'll make up for our first date in due time."

She pressed the enter key and the wall slid apart to expose the source of power for all of Oscorp.

"No…" Spider-Man somehow breathed despite all the air being sucked from his lungs. "This- this isn't possible."

All of the cables fed into some sort of machine and attached to the machine was none other than Max Dillon, otherwise known as Electro.

"No, no, no." Spider-Man rushed forward. "How…"

Max was seated in some type of chair, an IV drip was hooked into his arm and all along his body wires were buried into his skin, sucking all his electric energy from his veins. Spider-Man examined him, checking his pulse and lifting his fragile eyelids. The man was emaciated and somehow more horribly scarred than when Peter had last seen him.

"He died," Spider-Man turned to the Black Cat. "He died, Felicia. I saw him die."

"Who is he?" She crossed her arms, trying to hide how the grisly sight disturbed her.

This was something neither of them had seen before. There weren't words effective enough to describe this kind of treatment. Peter felt rage boil in his gut once more.

Did Harry know?

"Max," Spider-Man said. "His name is Max Dillon and we're getting him out of here."

"We can't, Peter, look at him." She pointed at the wires protruding from his skin. "We don't know anything about this stuff. He could die if we just take him out. Leave him for the now, the cops will find him and get him out of here."
"No." Spider-Man demanded. "I made the mistake of not helping him before and I'm not doing that again. I won't leave him here."

Felicia lifted her goggles and looked at Spider-Man with her natural blue eyes. She silently pleaded with him, trying to get him to understand.

"I know, Peter. I know that you want to help." She reasoned. "But the police are probably already here. DeWolff may be your friend, but you can't be here when they arrive. We can't be here. You found him, Peter, you saved him. He'll get the help he needs, but we need to go, now."

Spider-Man looked from her cold blue eyes to the cold body of Max Dillon. If it wasn't for a weak pulse in the arteries of his neck, Peter would think the man was dead. He was so cold to the touch. Spider-Man reached out and tapped gently against the burnt, shaved head.

"I'm sorry, Max. I'm really sorry." He turned to his girlfriend. "Let's go."

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**Part X of Where Have You Been**

It was very late into the night when Jean DeWolff was finally able to return to her office. She locked the door and shrugged off her coat, hanging it on the stand in the corner.

DeWolff was not, by any stretch of the imagination, an old woman. She just felt old, but such were the effects of her job. Everyday she walked into the police station and sensed another year being ticked off her life. The long hours and other rigorous demands tugged at her skin and soul, increasing her pace towards retirement at an alarming rate.

The window slid up and was fixed into the open position. She stopped for a second and let the frigid wind take away some of her fatigue. It was far too cold to have the window open like this, but she did it anyways. She needed to. DeWolff sighed and sank into her desk chair, rubbing at her tired and burning eyes. This had been the routine for her since she had first made contact with him, the open window and the waiting. He had never come before, but tonight was different. He would come and she knew it.

The wind whistled through the window and DeWolff opened her eyes, ready to say something witty like: "It's about time" or "Look who finally showed up". But when she saw him, all of the planned humor and scripted dialogue just wouldn't come. DeWolff looked into his mismatched eyes and knew that he was as tired as she was.

"Where is he?" He asked.

"Smythe or Electro?" She wanted to get up and shut the window, but decided against it. She didn't want him to feel trapped.

"His name is Max."

“Right," She gestured to a chair opposite her desk. "Care to have a seat."

"Maybe next time." He crossed his arms. "Answer my question, DeWolff."

"Mr. Dillon is alive, although barely. Doctor Nguyen is attending to him now. I assume you remember her?"

"Yes." His voice was stiff and DeWolff decided to not bring up that particular night again.
"Well I promise you that he will be cared for and when he regains consciousness, he will be transferred to Riker's Island."

"That's not funny."

"It wasn't a joke." DeWolff leaned forward and folded her hands on her desk. "Electro is dangerous, Spider-Man. Until we know he can be trusted, Riker's is the only facility built to contain people like him."

"You think he's some kind of villain, like Octavius or Smythe, but he isn't. Max just got dealt a bad hand. He needs support, people who can help him."

"And I promised you that he will be cared for. I honor my promises. He'll get the help he needs."

"He better." The vigilante positioned himself against the wall, keeping an eye on both exits. "And Smythe?"

DeWolff whistled and drummed her fingers on the wood of her desk.

"Let's see, kidnapping, extortion, attempted murder, illegal robot army. What don't you know?" She held her hands out, palms up. "He's going to Riker's along with every other lunatic you've beaten to a pulp."

"What about his boss, Osborn?"

"All of Smythe's work was off the books and he claims to have worked alone, apparently even his personal technicians were kept in the dark to the true nature of his work. Osborn was duped, used by Smythe for the man's own agenda."

Spider-Man was silent for a minute, apparently processing the information. DeWolff waited for him to speak again, but he did not. With a sharp nod, he made for the window, having learned all he wanted to know.

"Wait." Her voice stopped him in his tracts. "Where have you been?"

He turned to face her and his head tilted to the side.

"I had… stuff."

"Stuff?"

"Yeah, I'm not Spider-Man all the time you know."

"Yeah," DeWolff rose from her chair and stood before him, hands on her hips. "I know."

Spider-Man took in her stance, the steady look in her eyes, and the stiffness of her jaw. The hairs on the back of his neck started to rise.

"You've never heard my proposal." She said at last.

"No, I don't suppose I have."

"This city needs you. They don't know it yet, but they do. My force and I will keep the law off your back if-" She thought for a second. "If you keep doing what you're doing, making a difference, helping people."
"What's the catch?"

"If you step out of line," She took a step toward him. "Hurt someone like you did Boomerang. I won't hesitate, I will kill you." DeWolff waited to let her words sink in. "I'm willing to put my trust in you, don't make me regret it."

"You do whatever you have it is you think you have to do, DeWolff." Spider-Man backed towards the window again. "But don't fool yourself," He climbed out the window, shouting behind him. "You couldn't kill me if you wanted to."

Jean DeWolff sent a small smile out into the street, before shutting the window. Of course her job was stressful, and of course no one really appreciated the work she did. But in the end, DeWolff was happy to know that she wasn't alone.

"Stop moving around so much."

"Well stop pulling on me."

"I am not pulling."

"Then why is this hurting? It's not supposed to hurt."

"I don't know, maybe you’re just being a wimp."

"Have you even actually done this before?"

"Of course, plenty of times."

"With who?"

This gave Felicia pause, she hadn't expected Peter to call her bluff.

"Uh… Liz?"

"Why did you say that like a question?"

"I didn't."

"You totally did."

She huffed and moved her hands away from him.

"Do you want me to do this or not? I mean, you're more than welcome to do it yourself."

"No, no don't stop. You're doing fine."

Felicia smirked and raised the scissors again, messily hacking at more of Peter's shaggy hair.

"So," She winced as she cut yet another section a little two short. "What's your biggest secret?"

Peter rolled his eyes.

"Seriously Felicia, this again?"

"Yeah, you never told me."
"And I'm not going to."

_Not yet._

"Fine," She dug her fingers into his hair and forced him to look down, so she could trim the locks that hung down to the nape of his neck. "What's your _second_ biggest secret?"

"I'm… an alien."

"I told you that wasn't funny."

Peter laughed and twisted in his chair, trying to face his girlfriend. But Felicia shot her hand out and grasped his shoulder, keeping him in place.

"Did I say I was done?"

"No."

"Well then stay still, damn you."

He sighed, letting his shoulder slump and allowing her to continue her work. It was pretty relaxing actually, Felicia's nails gently scratching his scalp, her fingers brushing his neck, the repeated _snip_ of the scissors. Peter had trouble remembering the last time he was this… peaceful. It was odd, Felicia had never been a source of peace, all sharp edges and swift jibes.

And yet, when Peter had lost everything, she had been there. She still was there.

"I-" Peter licked his lips. "I think…"

Felicia froze mid cut.

Something in his tone, about the way he spoke, gave her pause. Very slowly, she closed the scissors and moved her hands from his head, down to his shoulders, then finally over his chest. She could feel his heartbeat under her palm.

"I think I should move out." He finished.

The woman closed her eyes and buried her nose in the remains of Peter's hair.

"Really?" She asked.

"Yeah."

"Oh."

"Are you okay with that?"

She squeezed her eyes, creating deep wrinkles in her face and inhaled deeply.

_Coffee grounds, sweat, and musk._

The air left her again, this time ragged.

"No."

"I'm not breaking up with you." Peter felt her shiver against his back, but he kept his eyes trained on the wall ahead of him. "I just think that this is the right thing to do."
"You're leaving me."

His eyes closed.

"No." He brought a hand to his chest and twined his fingers with hers, the ones the rested over his shirt. "This isn't me running away. This is me… coming back."

She had always known it wouldn't last. Their little sanctuary, hidden away from the world on a tiny cot. Peter had a life to live, friends who needed him, a city to protect. Felicia had been selfish to think she could have him all to herself forever.

*I know I'm selfish.* She thought. *What can I say? I'm a shitty person.*

"I knew this was too good to last." She admitted, her voice low. "You... never really wanted me. Did you, Peter?"

"I'm not breaking up with you Felicia." He tightened his grip on her fingers. "I'm not-"

"Let me talk!" She cut him off. She didn't want to hear him say it again. Like it was some kind of mantra that would soothe a frightened child. Felicia was a lot of things, but she wasn't scared, and she wasn't a child. She had lost things, *people*, before.

Once Peter had fallen silent, she shifted her grip on him and forced him to face her. Their eyes met. Dark and unreadable against cold and blue.

"Tell me the truth." She demanded. "Do you want *this*?"

Silently Peter slid his hands to her waist and pulled her into his lap. She straddled him, resting her arms on his shoulders and brushing her fingertips through his hair. He kissed her then, slow and meaningful. Her lips weren't as hard as he remembered, as unyielding. They weren't forceful, or demanding, or angry. They were just... *real*, and that's what he needed right then

"Yes." He said against her lips.

They broke apart a second later and she chuckled softly.

"Never let me cut your hair again." Felicia muttered quietly.

He opened his mouth, but closed it again, before opening it once more. Peter struggled to find words, anything that could accurately express what he wanted to say. There was nothing though. Nothing to be said except...

"Move in with me."

They agreed to meet in a local coffee shop. He chose this setting because it was public, with plenty of witnesses around in case she tried to murder him.

MJ got there first, ordering something hot and sweet, then perching on one of the chairs outside the café. It was honestly too cold to be seated outside, but it meant that they could have privacy, as the other patrons would all dine indoors. A cold chill bit at her exposed ears and MJ tugged her beanie further down over her head, smushing her auburn locks against her forehead.

Peter got there late, as always. He walked up to the table, but she did not look up at him. MJ was
pointedly watching a flock of pigeons fly overhead.

"Hey." He prodded a leg of her chair with his foot.

MJ twisted her neck to look up at him. She had been ready to chew him out again. To berate him for hiding, risking his life, never calling her, or any number of offenses he had committed against her. However, when she got a good look at him, she burst into laughter.

"Oh my gawd!" She gasped. "What the hell happened to your head?"

Peter rubbed the back of his head, feeling the uneven cuts there, and pulled out the seat across from her.

"Felicia, she offered-" Peter narrowed his eyes at his friend. "Look that's not why I'm here."

MJ covered her eyes with both her hands, wiping tears of laughter from her eyes.

"Ah man, Peter." She giggled furiously, sniffing and rubbing at her nose. "I'm really sorry. It's actually not that bad, if you kind of squint."

"Stop, MJ. I'm here to make things up to you. Not have my feelings hurt."

"Oh give me a break." She waved him off. "You're such a softie, Peter. For someone who spends their free time running around in a skin-tight suit, you sure have a low self-esteem."

Peter growled at her, something he had picked up from his new partner.

"Are you done?"

"Yes," MJ set her cup down on the table and reclined in her chair. "I'm done. Proceed with the apology."

"I'm sorry that I made you worry, hurt your feelings, and just acted like a total asshole. I should have stayed with you in the beginning, but I just couldn't. I had to do something, even if it was just run away." He explained. "But then I bumped into Felicia and she sort of forced herself on me."

At MJ's raised eyebrow, Peter clarified.

"Not like that! Well… kind of, but no. What I'm trying to say is, Felicia was a big help to me and our relationship just kind of happened. And I guess, we're together now."

Peter looked at the table and actually smiled at the flimsy furniture. He reached up and brushed his hair again before continuing:

"Then the robots happened and I couldn't come back until I had dealt with them. And I'm sorry I was so vague with you before, but the less you were involved with me then, the better."

"But now everything is good?" MJ chimed in. "You're safe right?"

"Yeah." Peter nodded. "I am."

"Well that's good," MJ stood up and stretched luxuriously. The hem of her shirt rose a few inches, exposing a strip of skin. "That's all I wanted to hear." She bent low and scooped up her purse, sliding it on her shoulder and turning away from him.

"Whoa, where are you going?" Peter rose after her.
"Home, Peter." She shot over her shoulder.
He jogged after her, catching up quickly.

"Already? I was hoping we could catch up a bit. Get dinner or something."

"Aw Pete," MJ shrugged. "I'd love to, but I'll have to get a rain check. I have plans already."

"With who?" He crossed his arms.

"With my boyfriend."

"You have a boyfriend?"

"Yeah!" MJ crossed her arms too, glaring him down. "I sure as hell do."

"Who is he?"

"Edward Brock Jr."

Peter let out a bark of laughter and wiped at his brow.

"Whew, MJ that's funny. You had me going for a second."

"What are you talking about?"

"You're not really dating, Eddie." Peter stated like it was fact.

"I am!" MJ stamped her foot. "He's a really nice guy, who isn't going to go running off the minute I turn my back!"

The words were out of her mouth before she could stop them and she slapped a hand over her lips as if she could force them back in. Peter did a double take, looking at her and blinking.

"MJ, really?" He gestured at her. "I thought you weren't mad at me anymore."

MJ lowered her hand and looked at the ground.

You are so clueless.

"I'll see you later, Tiger"

She brushed past him and Peter watched as she marched down the sidewalk and away from him.

END OF WHERE HAVE YOU BEEN
"I hope you like spaghetti."

"Who doesn't?"

MJ smiled and set their plates down on the table.

"I don't know," She thought for a moment. "People who hate Italians and all they stand for, I guess."

He laughed and, after she sat down, they both began to eat. They were in her studio apartment, enjoying a nice, and thankfully cheap, dinner after a pleasant evening out on the town. It was so domestic for MJ it was almost painful.

"This is really good." He said, stabbing at the noodles again with his fork.

"Oh stop," She waved him off. "I couldn't cook a decent meal to save my life."

"Well what do you call this if not a 'decent meal'?"

"This is an attempt at one."

"Well it's a good attempt."

MJ rolled her eyes, arguing with this man about anything was futile. He was a persistent guy, never stopping until he had gotten his point across. As it were, it wasn't entirely his fault: MJ was the type of person to resist compliments, despite the way they made her heart swell. She also had been known to fish for compliments, but that's another story.

"Well, thank you, Eddie." She smiled at her boyfriend. "But it's really the only food I can make without burning this place to the ground."

"How'd you learn to make it?" Eddie asked. He was eating carefully, trying not to get sauce on his dress shirt.

"My friend taught me." MJ answered, her thoughts drifting to Gwen. She changed the subject quickly: "So how's work?"

"It's great." Eddie's eyes lit up. "We're working on some new projects. Peter and I have got something in the works that will potentially revolutionize the airline industry. It's a new coolant system that can be installed in an engine, say a Boeing 777, allowing for extended flights and increased…"

She listened as his voice blurred together into one long hum. The problem with dating a total nerd is that anything can set them off on some long tangent that serves to only excite them the longer it progresses. MJ wondered how Felicia put up with Peter's monologues.
Probably with a swift punch to the jaw. She smirked. That might shut him up for a few minutes.

By the time Eddie took a breath of air, both of their plates were stone cold. MJ was dozing lightly with her head supported by her hand, smushing her cheek against her palm. The sudden silence disturbed her more than any loud noise would and MJ roused herself to look at him.

"Do you wanna watch a movie?!" MJ jumped up slamming her hands on the table, before he could start talking again. "I think we should watch a movie."

She dashed around the table and grabbed his hand, dragging him towards her bed. The room didn't have space for a table, bed, refrigerator, and a couch. So MJ had needed to prioritize: owning a couch would have to wait until she got a bigger apartment; owning a bigger apartment would need to wait until she got more money; and finally, getting more money would have to wait until she had a better job. Being a stage actress hadn't led to the glamorous lifestyle she had anticipated.

She threw him onto the mattress.

"Okay, what do you want to watch?" Eddie felt like he was drowning in a sea of fluffy pillows and stuffed animals.

"Uh," MJ perused her meager selection, before selecting a DVD and sliding it into the player. "This is pretty good."

She flopped down next to Eddie and gripped his arm, bending it around her shoulders. He winced at the rough treatment and tried to get comfortable. MJ's shoulder was digging into his side and it seemed like the more he struggled the more he sank into the mess of squishy bedding. Eventually he simply gave up, resigning himself to lie like a statue next to his girlfriend.

Things could be a lot worse. He reminded himself, as a cloud of discomfort formed overhead. You could be spending another night alone in your apartment playing video games. MJ is awesome, nice, and way waaay out of my league. Just chill, Edward, this is nice.

"I think we should go on a double date." MJ voiced suddenly, keeping her eyes on the television. "You, me, Peter, and Felicia."

Eddie thought for a moment, staring blankly at the movie and digesting nothing.

"I think that would be nice, but are you and Felicia… cool?"

He was thinking of months earlier, on an awkward night where MJ almost got her little ass kicked by a physically-superior anti-hero. Not that Eddie or MJ knew of Felicia's night time excursions. Peter and his own girlfriend had agreed that it was not just stupid, but very dangerous for anyone else to know about their respective double lives.

"Yeah we're cool," MJ chuckled. "You know us girls never hold a grudge."

Maybe it was the small laugh, or limited past experiences, but Eddie didn't entirely believe the redhead.

Having agreed to the idea and motioned for a phone call to be made the next day, the young couple settled in to watch the movie. It didn't take long for MJ to get bored again. She was never the type of person to just sit around. Eddie, on the other hand, could sit still for hours.

Whether he was working with complex circuitry or building one of those fancy origami flowers, which MJ now had a collection of. It had been cute at first, but it was getting harder and harder to
force a smile every time he presented her with another piece of folded paper. How her and Eddie managed to last this long was an outright miracle. It was when she twisted her neck to look at him, that she remembered: Eddie Brock was pretty hot.

A familiar sensation started to rumble from deep within MJ. Sort of like the initial tremors of an earthquake which would eventually build into an unstoppable force of nature. With a steady hand, MJ reached up and removed his thick-framed glasses.

"Turn off the TV." She ordered.

He didn't need to be told twice.

Things transpired pretty quickly after that. Soon enough, she was fumbling with the buttons of his shirt, while he struggled to remove her tight jeans. She laughed as he grumbled in frustration at the offensive denim, and she threw open the front of his shirt.

"What's… that?" MJ poked at his chest and was caught off guard when Eddie suddenly released a blood-curdling scream.

He pushed away from her and clumsily scrambled off the bed to land on the floor in a heap. She, in contrast, shifted further up the bed towards the headboard.

"Eddie!" She gasped. "What's wrong?!"

Her boyfriend didn't respond, instead staggering to his feet and furiously refastening his shirt. Eddie backed towards the front door, tripping over a pile of books and stumbling once more.

"Eddie, stop!" MJ pushed herself of the bed and advanced towards him. "Tell me what's wrong."

"I- I," Eddie fumbled with the door knob. "I'll call you- later… I'm sorry." With that, he flung the door open and disappeared down the hall, leaving MJ standing in the doorway.

She was breathing heavily, with her eyes wide and her fists clenched. Something was wrong with Eddie that was obvious enough, but what though? Everything was going fine until she had pointed out that thing which marked his chest. With a loud and heavy sigh, MJ angrily slammed the door shut and stalked back to her bed.

Why do I always find the weird ones?

Eddie ran all the way back to his apartment. Not too long ago, he wouldn’t have made it a block without having to take a breath to gasp for air; there wasn’t much exercise to be had at the lab. Now, however, he made the trip in record time.

He tore through the lobby and up the stairs, not bothering with the elevator. The key didn't seem to want to fit into the lock, but he forced it in anyways. His roommate, who was sitting in on the couch with a book, looked up when Eddie charged inside.

"Whoa man, where's the fire?"

"Not now, Cletus!" Eddie barked, heading straight for the bathroom.

Cletus watched the bathroom door slam as his roommate disappeared inside. He shrugged and went back to his book, muttering to himself:

"Weirdo."
With shaking fingers, Eddie unbuttoned his shirt once more.

*Oh no, oh please no, no, no.*

It had never hurt that bad before, but then again no one had ever touched it except him. He poked it now and was rewarded with another sharp burning sensation. It was nothing compared to what MJ's investigation had brought on, but it still brought tears to his eyes.

*It's bigger, He observed. Much bigger.*

He should tell someone, he knew that. He should have told someone the moment he was exposed, but he hadn't. Even now he didn't want anyone else to know. It was his secret and his secret alone. The way it made him feel, more content, more confident, more… cool.

*Powerful.*

Eddie wasn't stupid though, he knew that he was being used. The strain on his physical body was starting to become evident. While he did feel great, there were dark bags under his eyes, sunken cheeks and a sharper jaw line. Eddie was being slowly consumed and the worst part was, he was all but completely fine with it. So what if he looked a little haggard, he could always eat a little more or sleep a little longer. There was a trade off, just like with everything else.

But no matter what lies the Venom told him, Eddie couldn't deny that over the past months the dark black spot on his chest had grown considerably.

A few nights later, across town, in different bathroom, Felicia Hardy looked in the mirror. She wasn't a vain person, not in the slightest. But she was human, and every once in a while, people tend to look in the mirror for some personal inventory.

"When did I get so…" Felicia poked at her cheek. "Old."

Peter, who was standing next to her brushing his teeth, looked at her when she spoke.

"You're not old." He mumbled around his brush, before dipping his head and spitting into the sink. "You're younger than I am."

"By like a month." She pinched her cheek and stretched it out, then let it snap back into place. "Remember when we were in high school?"

"I try not to." He pulled open the medicine cabinet and started rooting about for his razor. When he found it, he shut the cabinet and turned to find Felicia still staring at herself in the mirror. "Why do you ask?"

"I don't know," She sighed. "I just- it feels… like a lifetime ago."

Peter set his razor on the counter and, on a whim, looked at his own reflection. He was old too, older than he should have been. There was nothing blatantly obvious that set him apart from other young men his age. It was the little things you had to look for. The creases on his forehead and in the corner of his eyes, and the inherit blank look in his eyes. They type of look that gave the impression that he was constantly looking elsewhere, at a different time.

"Yeah." He breathed.

He watched in the mirror as his left hand rose and came to a rest on her slender shoulder. Felicia
turned to look at him and Peter tore his eyes away from their reflection to meet her gaze. She didn't look nostalgic or sad. She looked happy. One of her smiles broke up her face, the kind that used to be rare, but had become more and more common since she had started seeing Peter.

"I hated high school." She admitted.

"Me too." He agreed, laughing.

Felicia continued to smile and leaned forward into Peter's arms.

"Let's not go out tonight," She spoke into the collar of his shirt. "Let's just," Very lightly, she flicked out her tongue and dabbed a spot on his neck. "Stay in."

"Nope," He answered, pushing her back upright. "I promised MJ we'd come out with her and Eddie tonight, and we're going."

"Ugh!" Felicia huffed, turning away from him and marching out of the bathroom. He could hear her in the bedroom, ripping open drawers. "This is stupid!"

Peter calmly picked up his razor and set about preparing to hack away the stubble on his face.

"What makes you say that?" He called towards her.

"A lot of things!" She shouted back, working her way through their small closet now. "Leave it to Mary-Jane, the flapper, to come up with an idea like this. I have nothing to wear!"

Peter stopped for a moment.

"Flapper?" He repeated. "Felicia, no one has been called that since the early 1900’s. Do you know what that means?"

She didn't respond, save for more drawer slamming.

"It means that this is exactly what you need." Peter continued. "Mingling with people our age will be good for you." He finished shaving and cleaned his face with a towel. "You're always saying you want to go out more."

"With you!" Felicia reappeared in the bathroom doorway. "I want to go out with you, Peter. Not a bunch of gyrating hooligans in a club."

He was about to whip out another response, but then he took in her outfit. She was clothed in her signature leather jacket, beaten and worn by its constant abuse. Beneath that though was a miniskirt that he had never seen before, and beneath that were legs. Legs for miles.

"I uh- isn't it..." His tongue failed to cooperate with him. "Isn't it a little warm for the jacket?"

Felicia cocked her head and jutted her hip out to the side, causing the skirt to flap dangerously high.

"Reconsidering my offer to stay in?" She smirked, toying with the zipper of her coat.

"Not a chance." He slipped past her and into the bedroom. "When did you buy that?" Peter indicated her unusual replacement for pants.

"Oh this old thing." She tugged at the fabric. "Liz got it for me a long time ago."

"That's cool."
Thank you, Liz Allen. Thank you so much.

Peter reached into the closet and pulled out a shirt, shrugging it over his shoulders and buttoning it up. It was only once he had taken his eyes off of Felicia that her earlier statement fully processed in his brain.

"Felicia," He turned to her, eyebrow raised. "Did you say… 'Hooligans'?"

She blinked for a moment, before crossing her arms over her chest and glaring at him.

"So what if I did? People still say that, right?"

"Oh, Cat." Peter laughed. "Get your shoes, we're going now."

MJ and Eddie stood outside the club, waiting for the second half of their double date. The club was called "The Bloody Pool", and Eddie couldn't help but come up with different ideas, each more disturbing than the last, as to how it had earned the name.

MJ stood next to her boyfriend with her hands clasped together in front of her. She had gotten in touch with Eddie the day after the fiasco at her apartment and he had apologized for his behavior, making up some excuse about having an errand to run. Albeit an errand that was apparently so urgent that he had to drop everything and rush out with a chance to explain himself.

Then there was the tattoo. The simple black spot, drawn in a jagged circle near the center of his chest. Just as unexplained and random as his actions that night. She had considered pumping him for information, but decided against it. It was obviously some kind of sensitive topic and she didn't want to ruin the night.

This double date had been a long time coming, and MJ hoped that everything would go according to plan. But honestly…

A man with a masked vigilante as an alter ego, a part time cat-burglar with violent tendencies, an erratic and ill-looking scientist, and finally a small, but fiery redhead actress all under one roof.

I mean, what could possibly go wrong?

Whatever was Mary-Jane Watson's equivalent of spider-sense started to tingle as she saw Peter and Felicia approaching them.

Part II of I Believed Them All

Throwing her arms wide, MJ descended upon her two friends.

"You guys came!" She went up onto her tip toes and slung an arm around each of their necks. Felicia stiffened instantly, deciding that the best defense was to turn into a human statue. Peter, on the other hand, was genuinely happy to see his old friend.

"Of course," Peter hugged her back. "We've been meaning to hang out with you guys for ages."

"Well it's about time," MJ released them and stepped back, giving them both a once over. "Nice skirt Felicia it looks really… affordable." The redhead tapped at her chin with a painted fingernail.

Peter could sense the animosity emanating from his girlfriend in thick, tangible sheets. Time
seemed to slow down as Felicia opened her mouth and tilted her head slightly to the left. Peter was familiar with this stance. He had mere moments to defuse the situation before things got out of hand. Thinking quickly, Peter lashed out and grabbed her hand, dragging her around MJ and towards the fourth party member.

"Hey, Felicia, you remember Eddie right?" He put two hands on her back and shoved her towards his co-worker. "Talk to him."

Felicia shot Peter a look and turned to Eddie, putting on what she considered to be friendly smile, but in actuality gave the impression that she was in a serious amount of pain. Now that the girls were momentarily separated, Peter whirled on MJ.

"What?" MJ asked, moving her hands to her hips.

He moved in close, hissing in her ear.

"You know what." He growled. "Put the claws away for tonight. It was hard enough even getting her to come out."

"I have no idea what you're talking about." With an upturned nose, MJ brushed past Peter and joined her boyfriend once again.

*Felicia was right. Peter realized. We should have stayed in.*

When he joined the group, Eddie was talking furiously to Felicia, waving his hands and grinning like a loon.

"... This would allow for extended flights and increased- Hey, Pete!" Eddie stopped mid-sentence to greet his friend.

"Hey, Eddie." Peter raised his hand to shake and was thoroughly befuddled when Eddie met him with a closed fist. Awkwardly curling his fingers and accepting the bump, Peter turned to Felicia to find that she was barely suppressing a fit of laughter. "Uh- What is this place?" He deflected by gesturing to the club.

"The Bloody Pool," MJ explained. "It's like the hottest place in town. Come on." She hooked her arm around Eddie's and motioned for the other couple to follow.

Despite poking fun at Felicia's social isolation, Peter was just as much as outside the loop as she was. They were two fish out of water, foreigners in an unfamiliar land, completely lost. Though in the end, they were together and both Peter and Felicia could agree that that was a blessing.

Peter watched as MJ pranced up the front steps and stood up to a bouncer twice her size. The woman talked quickly, motioning to herself and gesturing back to the second couple. Eventually the guard nodded, smiled, and held open the door for them.

As the group moved past, the bouncer shot an imaginary bullet from his finger gun at Felicia, causing her to lose control completely and burst into laughter. It was all too much for her; being dragged downtown, spending time with MJ, talking to Eddie about god knows what, and finally being hit on by a bloated security guard. By the time they had officially made it inside the club, Felicia was in hysterics, clinging to Peter for dear life.

"I- Peter, I" She gasped. "I can't do it, I'm sorry. I really tried but I can't do this." Felicia straightened up, wiping at her eyes. "Come on, let's go home."
"No!" MJ lunged back, abandoning Eddie and throwing herself between the pair. "I mean, you just got here."

"And now we're leaving," Felicia tried to get around the woman and reach her boyfriend. "Face it, Mary-Jane, this isn't for us."

"You haven't even done anything yet!" MJ had her arms out wide, creating an effective block. She could have been a basketball player in a past life. "Give it another five minutes, Felicia, please!"

"Ugh. Peter, tell her that we're leaving." Felicia commanded.

Both turned to him, neither having a problem putting the poor man on the spot. Peter took a moment to look between them. There was MJ, his old friend who could cuss him out for hours if he pissed her off. Then there was Felicia, who was infinitely more terrifying when angry. It was an easy choice. He could always escape from MJ, but he would have to deal with Felicia forever.

_Forever?_

"I think we should stay." He said firmly. "You never know, you might actually have fun."

Felicia frowned at him while MJ bounced, excitedly clapping her hands. Honestly, Felicia had expected Peter to side with her and therefore was more than a little hurt at his final decision. As MJ grabbed Peter's hand and dragged him away, he cast a glance back at Felicia. She was currently displaying another look he was familiar with. Hard, blue eyes, lips drawn in a thin line, slightly flared nostrils. It only meant one thing: he was in trouble.

With an audible gulp, Peter allowed himself to be tugged deeper into the club.

The Bloody Pool was one of the smaller, lesser-known, clubs in the city. Although that didn't prevent it from being crowded as all hell. A small dance floor was in the very center of the main room, currently jam packed with what Peter could assume was the "in" crowd. There was also a bar, equally buzzing, and a set of doors which most likely led to the restrooms.

The entire room was devoid of any normal light sources. No florescent light bulbs, LED's, windows, or even a candle could be seen. Instead there were neon glow sticks hanging from the ceiling on strings and lining the floor, a dimly-lit luminescent border.

Felicia found herself reaching up to activate the night vision of her goggles, but stopped when she remembered she was without her gear, awkwardly disguising the move by brushing at her short hair.

_It's a shame really. I should have brought some toys._ She smiled to herself, imagining dropping a grenade of tear gas in the middle of the crowd.

Peter watched her smile and felt the hairs on the back of his neck stand up, telling him what he already knew. MJ released him and returned her focus to her own date.

"Come, Edward." MJ thrust out her hand, palm down. "Let us dance."

Grinning, Eddie took her by the hand and led her into the forest of bodies, squishing their way between the fleshy trees to find an open spot.

Now alone with his disgruntled partner, Peter coughed once and turned to find that Felicia had vanished. He quickly scanned the crowd to find the back of her head bobbing towards the bar.
Zigzagging quickly through the room, he caught up with her just as she ordered a drink.

"Two beers please." She held up the corresponding number of fingers and the bar tender nodded once before ducking away.

When Peter slid up next to her and climbed onto a bar stool, she glanced his way before rolling her eyes and turning back towards the bar. He knew that he should say something. If not make things up to her, then at least smooth things over slightly. His mouth opened, but before he could speak, the bartender returned with the drinks and set them before the woman. She wordlessly nudged a beer over to Peter.

Peter wasn't much of a drinker, never had been. Alcohol and superpowers never seemed like a good combination to him. But he wasn't about to turn down Felicia’s offer on this. He took a sip and rested the bottle on the counter again, pressing his palms against the cool glass.

"So…” He began.

"Peter," She cut him off. "How stupid are you?"

It was a straightforward question with an easy answer.

"Very." He sighed.

"I'm not trying to be mean," Felicia shifted to face him. "I just really want to know. I mean, no one can be this clueless."

"I get what you're saying," Peter held up a palm to placate her. "I know you don't want to be here, but I really thought it would be good for us to-"

"No, you idiot!" She flicked him painfully on the nose. "MJ! The only reason she invited us here tonight is to make you jealous of her and Eddie."

This gave Peter pause, he hadn't expected this.

"That's not true. Felicia, you've got it all wrong."

"No I do not. It's so obvious. Only you and Eddie can't see that. Hell, she might even be so deluded, she might not even know."

"Don't talk about her like that." Peter shot at her. "If you weren't badmouthing her twenty-four seven, you might actually see that she's a nice person. MJ would never do something so childish as try to make someone jealous."

"I cannot believe you. Even now you're defending her. Peter," She clasped her hands in front of her, praying to him. "Open your eyes. You're either the most naïve guy I've ever met, or you're so blinded by her damn siren song that you can't see what's right in front of you."

"I can see just fine," He took another swig of beer. "I see that you're the jealous one. Even though I already told you, MJ and I are just friends."

Her lip curled up in a snarl.

"I am not jealous of her," Felicia growled. "Some little brat who hasn't worked hard a single day of her life!"

"Now you're taking it too far." Peter glared at her. "You know literally nothing about her and I
asked you not to talk about her like that."

"Well news flash, babe! I don't give a damn what you tell me to do or not."

"Why are you acting like this?!" He demanded. "I just wanted us to spend time with our friends, but you're turning it into some stupid soap opera."

"Your friends, Peter!" She corrected. "I don't like these people and I don't like this place. I'm only here for you dammit! And if you like you're precious MJ so much, why don't you go and get her." Felicia flung a hand out over the dance floor.

"Stop it, Felicia, just stop okay." Peter faced the bar, hunching over his drink. "Just need to calm down for a second."

"No I will not calm down! I've stomached enough of her shit for a lifetime! Tell me, Peter," Felicia gripped his shoulder and forced him to face her. "Where was she when you were about to kill boomerang, or when Jean DeWolff was going to shoot you-"

"Felicia!"

"Or how about when you were having panic attacks every ten minutes, or when you were fighting Alistair Smythe and the Spider-Slayers-"

"Stop it!"

"Where the hell was she when Gwen Stacy kicked the bucket?!"

Peter stood up so fast that the bar stool was flung away, clattering against the floor a few yards back. The music didn't stop and no one really noticed, save for a select few near the center of the argument. Felicia stood up too, positioning herself right in front of her boyfriend.

"What now, Spider?" She asked, leaning towards him. "Are we going to throw down?"

Her words were now so suddenly calm and pointed that he felt the fight drain from him. Then what she had said fully sunk into his brain.

"What?" His mouth hung open for a moment. "Felicia, I would never… what the hell?"

"Hey," A gruff voice spoke from behind Peter. "Is this guy bothering you?"

Felicia felt hot tears prick at her eyes, but she forced them back.

"No," She said, turning away. "He's not." With those parting words, Felicia Hardy disappeared into the crowd.

Peter was completely dumbfounded, having only a slight grasp on what had just transpired. She hadn't been drunk, that was for sure. Her beer had barely been touched. He was just about to set off after her, when a large hand grabbed onto his shoulder.

"Hey man," The gruff voice was still there. "Why don't you grow some balls?"

"Wha-" Peter asked as he turned, but was silenced when a fist connected squarely with his nose.

He stumbled back, tripping over his former bar stool and landing flat on his back. His drunken attacker wasted no time, descending upon Peter and punching the man once again.
"You like that, Parker!?" The voice cried. "I told Watson that you'd get yours!"

The blows didn't hurt Peter, not in the slightest. He was just so surprised that he hadn't fully processed the situation yet. However, something did pierce his mental fog. He recognized that voice, no matter how drunkenly-slurred. It was the same voice that had terrorized his childhood nightmares.

"Flash?" Peter gasped, pushing at the man who was currently crouching atop him. "Flash Thompson?"

"Ah, now he speaks." Flash lashed out with another clumsy punch that missed Peter's head by a mile, thumping feebly against the ground. "You knew this was coming, Pete."

"Yeah, okay." With one small push, Peter dislodged Flash and set him to the side. "I'd love to catch up sometime, pal, but I'm kind of in the middle of something."

Bouncing to his feet, Peter scanned for Felicia once again, but could not locate her like he had before. She was gone.

Another hand landed on his shoulder and Peter whirled to fend off Flash once more, but stopped when he found the bouncer glaring him down.

"The Bloody Pool does not allow fighting." He grumbled, voice rumbling. "We're going to have to ask you to leave." The bouncer shot a thumb over his shoulder to indicate, three more equally-buff guards.

"My girlfriend is here, I need to-"

The bouncer was apparently not in the mood to chat, as he grabbed Peter by the belt and collar, hefting the man into the air and carrying him aloft. They didn't get much action in The Bloody Pool, so the security leapt at the chance to enforce some actual justice. Peter fought the instinct to escape from the weak hold and allowed himself to be flung though the front door, to land in a heap on the street. He quickly got to his feet, but was knocked down again as something slammed into his back. The "something" grunted at the impact and Peter realized that it was Flash.

"Way to go, Parker." he grumbled. "You just ruin everything don't you?"

As Peter lay on the hard ground, squished under his high-school bully, wondering if he was now single or not, he couldn't help but agree with Flash.

The music was a sporadic heavy thumping in MJ's chest, stirring something exciting and primal in her soul. Heard out of any context except the current one, the music would have been quickly deemed awful, but in the heat of club dance, the quality of the music wasn't really on a list of anyone's priorities.

MJ was a good dancer, having many hours of experiences in clubs just like The Bloody Pool. Her body was an undulating personification of rhythm, her flaming red hair spun around her crown like a glowing cape, and her lips moved silently along with words that Eddie never heard nor understood. She was truly a sight to see and quickly became the center of attention.

This was all good and well for her, but very unfortunate for Eddie. The typically clumsy man had the natural awkwardness of your average nerd paired with the unexplained confidence of the Venom, creating a disturbing combination as he spasm-ed along next to MJ.
She laughed as he attempted an unusual maneuver and failed completely. As he recovered, MJ glanced quickly into the crowd searching for Peter or Felicia. She eventually spotted them talking rather animatedly at the bar and MJ paused for a second, watching the pair argue. Peter suddenly stood up and Felicia rose as well to face him.

He looked wounded, positively astounded at something Felicia had said. MJ was frozen as she watched Felicia stalked off, leaving Peter alone. Subconsciously her feet moved of their own volition, though not in the motion of dance. She was being carried towards the bar, towards Peter when something collided with her shoulder.

MJ turned just in time to see Eddie falling towards the ground, but catching himself before he hit the ground.

"Eddie?" She asked over the music, crouching down next to the kneeling man.

"I'm okay!" He answered quickly. "I'm fine, just give me a second."

"Uh- Okay." MJ looked back towards the bar to find that Peter was gone. Another quick glance around proved that Felicia was making her way swiftly towards the bathroom. "Hey, Eddie, why don't you take a break. I'll be right back."

"Yeah, no problem." Eddie kept his gaze fixed on the ground and MJ left him alone.

His vision blurred before becoming focused once more and he watched as a droplet of blood splashed next to his hand on the ground.

"Oh." He said dumbly, forcing himself to his feet.

Eddie stumbled to his left, knocking into a guy dancing nearby.

"Who, dude, look out." The guy grabbed Eddie and held him upright. "Hey man, you don't look so good. Your nose is bleeding."

"Yeah," Eddie brushed off the guy's hands. "It... happens."

Eddie took one last step before falling again, this time flat on his face. He struggled to roll onto his back and watched as the nice guy leant over him, speaking silently. Very slowly, like he was underwater, Eddie brought his hand into his line of sight. A black vein was steadily climbing up his wrist towards his hand, this was joined by another vein, then another.

Well, Eddie thought just before he died. That's new.

The door opened with a loud slam and Felicia didn't bother turning around, just looking into the bathroom mirror to see the very last person she wanted to see.

"What do you want?" She asked, very quickly wiping at her eyes and hoping that MJ didn't see the moisture on her face.

"Are you okay?" MJ asked walking up next to Felicia and putting a hand on the other girl's back.

"Oh yeah, I'm just peachy." Felicia stepped out of MJ's reach. "If you haven't figured it out yet, I came in here for some privacy and it would be in your best interest if you gave me some."

MJ furrowed her eyebrows and examined Felicia.
"You don't like me very much, do you?"

Felicia snorted.

"It's not like you're my number one fan either."

"I don't openly hate you though," MJ assured. "Yeah I can be a little prickly, but you can't seem to stand me at all."

"Listen, Mary-Jane. Now is not the time, nor the place that I want to have this conversation. Just... leave me alone right now."

There was silence for a minute as both the girls regarded each other.

"No."

"No?"

"Yeah, Felicia. It's obvious that something happened between you and Peter. Don't you think it would be good to talk to someone about how you're feeling?"

Felicia laughed in MJ's face.

"You know who you sound like?" Felicia asked, coming down from her sudden burst of laughter. "Gwen." They both answered simultaneously.

The girls nodded at each other. Even after death, no one could escape Gwen Stacy. Not Peter, MJ, or even Felicia. She is simply everywhere and nowhere at once.

"I know that Peter can be..." MJ thought for a second. "Just completely clueless sometimes."

"Not to mention, infuriating, stubborn, reckless, and dangerous." Felicia added, not looking at MJ.

"Well yeah... I guess." MJ reached up to rub the back of her neck, but stopped herself. "What I'm trying to say is: Peter can be clueless, but he cares about you and he knows you care about him. Whatever you guys were arguing about, it'll blow over in no time and then you'll go back to being," she paused and forced out the last word. "Together."

Felicia shook her head, smiling to herself. She couldn't believe it, one second the redhead was throwing poison barbs, then next she was slinging emotional Band-Aids.

"You're something else, Mary-Jane Watson, do you know that?"

"So I've been told."

Felicia opened her mouth to respond, but was cut off by a shrill scream.

"We should burn this place to the ground! Burn it down!"

"Shut up, Flash."

"You shut up, Parker, before I make you shut up!"

Peter sighed heavily, squeezing the bridge of his nose between two fingers. He was currently sitting on the curb, while Flash paced behind him, repeatedly threatening the establishment they
had just been removed from.

"You're drunk, just go home, Flash. Here, I'll get you a cab." Peter made to stand up, but Flash moved quickly, pushing him back to his seat with a sloppy hand.

"No I don't want your damn gab."

"Cab," Peter corrected. "I offered to get you a cab, Flash."

"Yeah! Sure you did!" Flash twisted suddenly and swung his fist towards the building, as if he could punch The Bloody Pool into submission. As his hand flew through the air, the intoxicated man was thrown off balance and tumbled towards the ground.

Peter jumped up, catching Flash under the arms and keeping him from crashing to the ground like a felled tree. After gently lowering his former classmate to the pavement, Peter reclaimed his spot on the curb. Flash abruptly seemed content to just lie in the dirt, since he laced his meaty fingers over his chest and simply looked up at the stars.

"Thanks." He said after a moment.

"Don't mention it." Peter stretched his legs out into the street and stared a hole into one of his sneakers.

"I've been a piece of shit." Flash croaked in response. "I always have been."

Peter resisted raising his face towards the sky and screaming. It was bad enough that he got tossed out of the club, but now he'd have to listen to a simpering, drunken Flash Thompson.

"This is it." Peter spoke to no one. "This is my hell."

"Ever since we were in school," Flash began. "I've always given you a rough time. You were just so smart, you know? And I always had a hard time in school. Football was the only subject I excelled at. Then you took that away from me."

Peter considered getting up and leaving the man to mumble to himself for the rest of the night. Chances were that Felicia ditched the club and was now back at the apartment. He could web swing back there in a matter of minutes, make things up to her somehow, explain to her that MJ held no interest in him.

"You broke my arm just when I needed it most. I couldn't play the rest of the season and none of the recruiters got to see me in action. I got no scholarships, no great opportunities. Everything I had built my future around was taken away from me."

There was also the chance that Felicia was still inside, taking a chance to cool down either in the bathroom or on the other side of the club. If that were the case, she would go looking for him soon and find him gone. She would think he had abandoned her. Left her just like she always feared he would, or how he sometimes wondered if he should.

"I hated you for a long time," Flash continued talking, randomly finding eloquence in his speech despite his fractured state of mind. "But now I'm okay." He turned to face Peter for the first time. "I'm okay now. Are you okay, Parker?"

"Yeah," Peter answered. "I'm okay. Flash."

"I'm sorry about Gwen."
Peter didn't answer. He just kept looking at his sneaker.

"If you ever need anything." Flash swallowed hard and coughed once. "You just ask me and I'm there for you. Just ask man. Don't be afraid to ask…"

A loud snore startled Peter more than anything else. He looked over to his left and found his former tormentor was now fast asleep.

"Thanks, Flash."

That second, a shrill scream tore through the night air, cutting through the music spilling out from the club.

Peter was on his feet in an instant, starting back up towards the club and unbuttoning his shirt as he went. His spider-sense was going haywire and he knew without a doubt that Spider-Man would be needed. With his suit was under his clothes, he could be changed in an instant. As he shook himself out of his jeans, Peter spared a glance back at the sleeping form of Flash Thompson.

There was a loud crash from inside, followed by more screams. Something was inside, tearing the place apart.

"Don't go anywhere now." Peter advised Flash, pulling on his mask and plowing through the doors of The Bloody Pool.

Part III of I Believed Them All

Felicia was the first to react, pushing past MJ roughly and rushing towards the door. The smooth tile of the bathroom floor provided little traction for the redhead and her feet slipped out from under her, sending her crashing to the ground.

"Ah! What the hell?!" MJ cried as sharp pain rattled in her tail bone.

"Shut up!" Felicia hissed, resisting the temptation to fling the door open to investigate the screams.

Slowly, she eased the door open a crack and peeked out into the club. There was some kind of commotion going on near the dance floor. People were scrambling over each other in an attempt to put as much as distance between themselves and whatever was frightening them. At first, Felicia assumed it was some kind of testosterone-filled tussle between two "bros". It was a safe assumption in regard to their current setting. However, that theory was shot out of the air when a new scream, the loudest one yet, ripped through the air, accompanied by a splash of dark red up along the far wall.

"Shit," Felicia shut the door and retreated, crouching next to the other girl. "Shit, shit."

"What is it?" MJ sensed Felicia's anxiety and saw that whatever petty argument they were having was currently placed on hold. "What's going on?"

The screams were louder now, more frantic. Felicia mentally cursed herself, for the hundredth time, wondering when she would ever learn her lesson.

"Never ever ever," Walter Hardy chided in her mind. "Step foot outside your house without some kind of weapon."
Even a throwing knife shoved down her boot would have made her feel more comfortable, but she had once again failed to follow her father's old advice. Maybe now she would finally pay the price for her lack of discipline. A rough hand on her shoulder roused Felicia from her thoughts.

"Earth to Hardy," MJ shook her. "Care to explain what the hell is going on?"

Felicia scanned her surroundings, quickly forming together some kind of course of action.

"There's something outside killing people," Felicia explained, not feeling any satisfaction from seeing the blood drain from MJ's face. "I don't know what it is, but as of right now, we're both safe."

"Peter's out there," MJ reminded her. "He could be in some kind of trouble."

"Peter can take care of himself." Felicia stated, her voice firm. She had never asked her boyfriend about the extent of MJ's knowledge in his double life. A good rule of thumb to follow would be to assume that no one knew, preventing the secret from being accidentally revealed. "But you need to hide."

Felicia glanced around the small bathroom once more and caught sight of the row of sinks, suspended on a dingy-looking counter. Without pausing to explain, she started shoving MJ towards the counter.

"What are you going to do?" MJ asked, slightly surprised by the treatment.

"Something very stupid, now get under there."

MJ slid underneath and into the small space, glaring out at her companion.

"You're right. Peter can take care of himself. So just what the hell are you going to do?"

"I'm still working that out, just," Felicia stood up, leaving MJ alone in her poor hiding place. "Don't move."

Starting to go through the motions of her quickly fabricated plan, Felicia unzipped her jacket. It never ceased to amaze her, how all these outrageous scenarios seemed to play out whenever she was involved with one Peter Parker. One second, she's getting ready to pound another girl into submission in the bathroom, and now she's saving her life. Not because she was fond of MJ, not in the slightest, but because she knew Peter would never forgive her if his friend died.

*I hate my life.* Felicia thought with a grimace.

Wrapping her jacket around her hand in a makeshift glove, Felicia pulled back her fist and punched the bathroom mirror. She heard a squeal from beneath the counter as MJ heard the sudden shattering of glass.

*If you don't have a weapon, make one.*

Examining the various fallen shards, Felicia plucked a couple from one of the sinks and tested the pointed ends against the skin of her arm. They weren't as sharp as she would have liked, but they would have to do. After pulling her jacket back on, Felicia grasped a shard in her hand and somehow found comfort as the rough edges dug into her palm. She would have liked to store a spare shiv in her pocket, but a quick look down confirmed that this was impossible.

*Man this is the last time I ever where a damn skirt.*
She crossed to the door then, and rested a hand on the door knob. One last breath and she would fling it open to face whatever was causing such a disturbance. The breath came and went, but the door remained closed. Felicia was hesitating. Maybe she would get lucky and Peter would have dealt with whatever it was before she had a chance to get herself killed.

*Or maybe Peter left after I screamed at him.* She wondered. *I know I would.*

This was her payback, retribution for her moment of unrestrained fury. Karma had a sick sense of humor.

"Hey," MJ called to Felicia's back. "Why don't you just come and hide, Felicia. You're not going to do any good out there. If what you said is true, then let *someone else* handle things."

It was her rival's words that did it.

"You know what, Ginger," Felicia opened the door. "Screw you."

Spider-Man plowed through the front doors of The Bloody Pool and was faced with a horde of people surging towards him. Some of the partiers continued straight at him and proceeded to attempt running *through* him. This was met with abysmal results as Spider-Man soldiered ahead, moving his hands before him and literally parting the sea of bodies with great sweeps of his arms.

A few more of the people froze at the sight of him. Apparently unsure which was the bigger threat, whatever was making a mess of the dance floor or the city's most notorious vigilante. The answer was made obvious, however, when said vigilante completely ignored them and pushed his way deeper into the club.

The first thing he saw, when he made it clear of the panicked swarm, was a great amount of blood. Or at least, what he assumed was blood. The dark interior of The Bloody Pool made for poor visibility, even with his heightened sense of sight. Dark patches of red were splashed up the walls and what Spider-Man assumed was a chunk of human flesh was resting on the floor a few inches away from his foot.

"What the…" He breathed, but was cut off when his gaze fell upon what was on the dance floor.

*Something* was crouching in the center of the floor, huddling over a fallen dancer and ripping at the smooth meat of their neck. The being was roughly humanoid in shape, emaciated and covered from head to toe in a pitch-black oily substance. Its skin rippled and moved as if composed of a mass of insects rather than actual tissue.

The monster perked up at the newcomer and dropped its former meal. Its slimy head rolled up and a pair of blank, white eyes met Spider-Man's equally-blank lenses. Thick ropes of blood-stained saliva dangled from the creature's mouth as its jaw hung open, displaying a long and snake-like tongue. A slow and drawn out *screech* rose up from Venom's throat, causing Spider-Man's blood to run cold.

It sounded like a banshee, something inhuman and dangerous. The call wasn't out of fear or warning. It was just a message, simple and to the point: Spider-Man was now the prey and Venom was his predator.

As the beast rose to it's feet, its thin legs wobbled to support it. No matter how terrifying and grotesque the Venom was, it was weak. Eddie Brock had been a fragile host, not even lasting a full
year before being drained completely by the symbiote. It needed food, sustenance to keep itself alive. It needed a host.

Venom staggered forward, screeching once more and attempting to grab Spider-Man. The attack was clumsy and Spider-Man was able to easily flip over its head. Coming down on the far side, Spider-Man crouched low and shot his leg out, sweeping at Venom's skinny ankles. The monster hit the ground with a disgusting *splat* and Spider-Man wasted no time, rolling on top of Venom and pinning it down.

He didn't know anything about this monster, but guessed that it could be defeated just like everything else he'd fought before: with a lot of punching. Spider-Man brought a fist down and plowed his knuckles into Venom's forehead. He was surprised that the skin gave under the force of the blow, at least more than an average forehead should. It was like punching a bowl of jelly, blood-covered, black, murderously jelly.

Venom didn't seemed to be phased by the first blow, nor the second or third. With another ear-splitting *shriek*, the beast reared up and slashed with its hand. Spider-Man saw the swipe coming, but was not altogether bothered by the impending danger. It was an open palmed strike, a good distance away from his head and anything else overly-important. It shouldn't have heart as much as it did.

Sharp claws raked across his chest, leaving fire-hot trials in their wake. Spider-Man screamed and pushed himself away. He rolled across the floor and bounced to his feet, once again out of striking distance.

"I just fixed this thing!" Spider-Man exclaimed, gingerly touching the new rents in his costume and the torn skin beneath. He could feel a scalding pain at the point of contact, as if someone had pressed a white-hot iron against his bare chest.

Venom either didn't hear his prey's complaints or care all too much, as he pounced forward again. Spider-Man sidestepped the lunge and, much to his surprise, stumbled over the smooth ground. 

*This is bad.* He realized as his vision started to blur. *This thing did something to me... I can feel-

Another slash blazed its way across his back and Spider-Man cried out again, arching away from the blow while falling forward. He caught himself on his hands and knees and rolled to the side, avoiding a third slash from the Venom.

Spider-Man found no reprieve resting on his back, the floor felt like a pile of hot coals against his new wound. He gritted his teeth against the pain and as Venom faced him again, he fired a glob of bio-cable into the creature's eyes. This apparently seemed to have no effect on Venom as he charged on ahead anyway.

Black skeletal limbs and claws filled Spider-Man's vision as Venom descended upon him. He thought quickly, mentally running through his list of attacks, counter attacks and defenses that he could use to combat his opponent and its flaming strikes. Nothing came to mind. It had only taken two hits from Venom for Spider-Man to be incapacitated. His brain buzzed and his muscles burned, and he saw a blakciness starting to creep up the edges of his eyes, poison surging through his searing veins.

Venom's mouth opened wide and its tongue, stained red by the blood of its earlier victims, slithered out to taste the air. The beast was smiling down at Spider-Man. Venom had won before the fight had even begun and it knew it. Spider-Man felt something tugging at the fabric over his heart.
"What are you going to do?" Spider-Man reached up and gripped Venom's thin shoulder, delirious from pain and the disappointing defeat "Rip out my heart and eat it? Damn you're such an ugly asshole."

A noise rippled from Venom's throat, it could have been interpreted as a laugh if you've never heard actual laughter before. Suddenly the rippling laugh transformed into another loud *screech*, this time from unexpected pain.

Felicia Hardy tugged against her shard of glass, pulling it free from Venom's back only to plunge it in again. She was rewarded with another *squeal* of pain as Venom writhed beneath her and bucked like a bronco, dislodging the woman and sending her tumbling away.

Spider-Man watched as Venom snapped to his feet and twisted around, scrambling at his wounded back and *wailing* horribly. Black veins snapped about furiously, parting and coming together again, as the beast's entire body seemed to undulate in pain. As the twisted mouth was yawning in pain, Spider-Man caught sight of a flash of human skin, bright blonde hair, and thick-framed glasses amongst the swirling tendrils.

"Eddie!" A second wind surged through Spider-Man, propelling him back to his feet.

He charged, leaping forward and tackling Venom around the middle. There was a loud *snapping* noise, much like that of a rubber band being stretched past its limits, and both Spider-Man and Venom crashed to the ground in a mess of flailing black tendrils and crooked limbs. Feeling for the fabric of Eddie's shirt, Spider-Man dug his fingers into his friend and pushed both of them off the ground. Eddie was ripped free and carried aloft in Spider-Man's grasp, as the vigilante leapt away from the writing mess which was all that was left of Venom.

The ground rushed up to meet Spider-Man and he felt strong arms wrap around his chest, slowing his progress to the earth. Felicia grunted as both her boyfriend and Eddie Brock fell over her, smushing her against the ground. The trio came to a rest in a heap near the center of the dance floor. Felicia felt something hot and sticky soaking the back of her head and she shivered to think that they had landed in the center of the blood bath.

"How many times am I going to save your ass, Spider?" She asked, struggling out from underneath Spider-Man.

"Mary-Jane," He gasped. "Where is she?"

Felicia felt her jaw tense and she looked away, towards where the Venom used to be. The black sludge was gone, inexplicably slipping away without its host and leaving them suddenly alone in the club. For a moment, Felicia considered not answering his query, but his hand wrapped around her wrist.

"Felicia-"

"She's fine!" Felicia ripped her wrist free. "She's just fine."

Getting to her feet, the woman stalked towards the exit, leaving Peter to flop backwards onto the dancefloor, exhausted. Grumbling to herself, Felicia reached the doors and peeked outside. The street outside The Bloody Pool was packed with distressed patrons, many on cell phones, but most standing around in shock. A few looked towards the door when Felicia poked her head out and stared at her with wide eyes. She retreated back into the club quickly.

*Someone’s calling the cops.* Felicia mused. *Better not be here when they come. With a bunch of
dead people and no monster left to take the blame, Spider-Man will probably take the fall.

"Pete-, uh Spider-Man." She moved back to where her boyfriend lay sprawled next to the remains of Eddie Brock. "We need to leave."

He didn't respond, not so much as nodding to acknowledge her words.

"Hey," Felicia prodded his shoulder with her toe. "Get up."

She waited five seconds before pouncing on him and ripping off his mask. Peter's eyes were closed and when she hovered her cheek over his parted lips, she felt no breath on her skin. A quick check of his pulse proved that there wasn't one. Felicia started to panic.

"Peter!" She shook him roughly by the shoulders. "Wake up! Wake up dammit!"

There was a creak of a door, a rushing of feet and then someone was crouching next to her. Felicia reared back, ready to defend the unconscious Peter against whoever was stupid enough to approach unannounced. It was Mary-Jane.

"What happened?" MJ demanded, examining Peter like Felicia before her. "Felicia, he isn't breathing."

"I- I know." Felicia blinked at her. "I mean, I don't- He…"

"Felicia!" MJ snapped her fingers in the other girl’s face. "You need to call someone."

"What?"

"Get help!"

"Oh," Felicia was shocked. She knew what she had to do, and yet, her body refused to cooperate.

This exact scenario had played out in her head before. Peter, hurt, with only her to save him from certain death. Typically, her imaginary self would be calm and collected, assessing the situation and then getting Peter the help he needed. But now, faced with reality, Felicia Hardy found herself momentarily frozen. Despite all her skills and confidence, in that moment she had never felt more useless.

The front door burst open and people swarmed in. As rough hands grabbed onto Felicia's arms and dragged her to her feet, three words played themselves on repeat in her head.

He isn't breathing. He isn't breathing. He isn't…

Jean DeWolff stood in the center of what used to be one of the trendiest clubs in town. Emergency Response Units or "ERU's" bustled around her, collecting corpses or scrubbing down the blood-caked walls. It had been another massacre, nearly as high in causality as the infamous Oscorp Massacre years ago.

Nearly all the deceased had shown signs of suffering a violent death, dying from blood loss or trauma. The only exception seemed to be Edward Brock Jr., whose discarded body was relatively unscathed, save for a stab wound in his back.

"Interesting," DeWolff had commented. "Everyone appears to have been clawed to pieces, except for you." She tapped a finger against Eddie's sheet-covered forehead. "A stab in the back, but from whom? And why?"
The two women found inside would hopefully be able to shed some light on the peculiar situation, the redhead one at least. The other one, the brunette, seemed to be in near hysterics as they brought her out. An analyst back at base would identify them both soon and then DeWolff could get to questioning them.

The police captain checked her watch. It was almost four in the morning.

"Why is it that I always miss out on my sleep when you're involved?" She muttered to someone who wasn't here.

Spider-Man had been there in the midst of it, of course. He had been collected and taken away for investigation. Only swift action by DeWolff had prevented him being sent straight to Riker's Island.

"He's injured." She had explained. "Spider-Man needs treatment, highly specialized treatment. I'll make the arrangements."

She rubbed at her forehead, blinking the tug of sleep from her eyes. ERU's were jumpy, always willing to shoot first and ask questions later. DeWolff didn't trust them for one second with her special accomplice. It was best for everyone if she handled the Spider-Man affairs alone, no matter how stressful.

"Captain." A voice spoke from behind her.

She turned to face a saluting subordinate.

"Christ, Johnson, put your hand down. You don't have to do that every time you have something to tell me." DeWolff waved her hand at him.

"Uh sorry, ma'am," Johnson tried to mask his gesture by adjusting his cap. "It's just that everything has been handled with the Spider-Man. I've done everything you've asked and he's with her now."

"Good, now go home and get some-" DeWolff spoke as she turned from him, already thinking of her next step. However, she paused when something caught her eye, something fixed above the bar. "Are those cameras functioning?" She asked, pointing.

"I do not know, ma'am, but I can find out."

"Do it, now." She commanded and allowed herself a small smile as Johnson scurried off.

*This is just what I need.* She thought to herself. *A stroke of luck.*

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**Part IV or I Believed Them All**

He had a hard time keeping track of what was going on. He could hear voices, footsteps, the opening and closing of doors. A harsh *screeching* sound like wheels on asphalt and then there was silence for a long while. Peter would try and dissect these sounds at a later date, but even then he would be unable to identify what really happened during his coma-like state.

There were hands tugging at his skin and face. He wanted to tell them to leave him alone, or at least give him a break, but his voice didn't seem to work. Neither did his eyes apparently, since when he tried to force them open they refused to cooperate. It was frustrating, not knowing anything.
That's not true. Peter reminded himself. I know one thing: I'm not alone.

This idea brought him a small bit of peace and soothed his anxiety. Felicia had been there right before he had passed out. She would make sure MJ and Eddie were safe. Despite their earlier disagreement, he knew he could trust her to do the right thing. He could always trust Felicia.

Peter cringed as a wave of nausea rushed over him at the thought. An animal hiding somewhere near his stomach started to growl:

I can't trust Felicia, what the hell am I thinking?

The nausea stopped instantly and he felt the animal start a slow, soft purr.

Felicia was a criminal, a thief that had seduced him, nothing more and nothing less. He didn't need her. She was a liability, another damsel that he had to take care of. One day she would wind up dead, along with everyone else, and Peter would be left alone again.

Somewhere in Peter's heart, doubt surged like a tidal wave.

The animal inside was influencing him, nudging him towards a new way of thinking. He tried to deny it and remember the truth: Felicia Hardy was his friend, his partner, his lover, and possibly more…

The animal reared up again, roaring in disgust and causing Peter's stomach to roll over.

Possibly more?

He couldn't imagine spending the rest of his life with Felicia. Peter had spent most of his dating carrier with a different girl, building an entirely different idea of the future. A future, that no matter how hard he tried, he could not picture Felicia as a part of it.

He had two courses of action. Accept Felicia and change his future. Or reject her and find another piece that fit into his puzzle. The problem was, there was now a third option, an option that he had never seen before and was overall the most appealing.

Peter could reject everyone, go off on his own and do whatever he wanted, to whoever he wanted, whenever he wanted. He had superpowers for goodness sake. Why would he ever want to be tied down?

The animal was purring again and Peter enjoyed the pleasant feeling that seeped into his veins. He didn't need Felicia, MJ, Connors, or anyone. From now on, Peter wasn't alone. He had the animal in his chest to keep him happy.

A small part of his brain that was hidden away, the rational part, saw what was happening and tried to resist. He could feel something dark and heavy pressing down on him like a thick, suffocating blanket. Peter's subconscious pushed up against it, trying to force it away. He needed air and light, but there was none of it here. Everything was black.

Suddenly a pinprick of light blossomed in the distance. It was blinding and brilliant, burning at his eyes and ushering away the darkness. He watched as it grew larger and rushed toward him. Blurred voices became clearer, shapes sharpened into focus, and name slipped past his lips.

"Felicia?" Peter croaked, blinking against the florescent lights.

"No," Said a firm voice. "Don't worry though, she's safe. How are you feeling?"
"I feel… Oh god, I feel…" he had to think for a second. "I feel amazing."

He tried to sit up but a hand came to rest on his shoulder, trying and failing to push him back down.

"Peter, you need to stay here. Something happened to you tonight and we need to figure out what."

Something about the voice was familiar and the even though the voice came from his right, the hand holding him down was obviously a left.

"Doc?" Peter blinked more clarity into his vision and turned to see his old friend/teacher looking at him with concern.

"Hello, Peter," Doctor Connors gave another push and forced Peter back into the prone position. "It's good to see you too. Now lie back, we're running some tests."

"Tests? We?" Peter looked to the other side, expecting to see Martha working with her husband. However, it was someone else, someone he recognized. "You."

"Me," Snorted Doctor Sha Shan Nguyen, as she prodded at the skin of Peter’s arm with a needle. "Woken up at this ungodly hour, simply because I'm 'the only one that can be trusted'."

Peter reached up with his free hand and felt at his face, only to find that he was in fact mask-less. He glared at Connors.

"What?" The Doctor asked. "Don't look at me, Doctor Nguyen already knew your secret."

"How?"

"Let's just say you aren't too good at keeping a secret identity.″ A third voice spoke up then and Peter shot a glance to the doorway, to confirm that it was indeed Jean DeWolff that had made an appearance. "It's finally nice to see you face to face, Mr. Parker."

Peter pushed himself into the sitting position, straining the IV cord stuck into his arm. Hot blood burned it's was through his veins, setting his whole body alight.

"How do you know? Tell me now!"

"Peter," Connors put his hand on the younger man again. "You're among friends here."

"He still deserves to know." Nguyen commented, turning to DeWolff and nodding at the other woman.

"Right," The Police Captain stepped fully into the room and crossed to the end of Peter's hospital bed. "Judging by your reaction to the death of Gwen Stacy, it was very easy to deduce that you were her boyfriend: Peter Parker. You need not worry though, no one else knows besides the people in this room."

"You had no right to unmask me." Peter seethed, wheeling on his old friend. "And you let them?!" "I was called after you had been revived. Mary-Jane was adamant that I came to examine you.″ Connors explained.

"Mary-Jane," Peter repeated the word, as if hearing it for the first time. "Where is she? Felicia and Eddie too."

DeWolff coughed, demanding Peter's attention once more.
"Edward Brock Jr. was pronounced dead on the scene. Official cause of death was… severe malnutrition."

Peter blinked at the woman, before turning to Connors for some type of contradiction. The doctor just shook his head.

"You're wrong. Eddie was attacked by some monster. It… ate him or something."

"That's what's on his record though," Nguyen chimed in. "He was dehydrated, starved, and had bones so brittle they could snap like toothpicks. It's like the life was just sucked out of him."

"That's not what happened though." Peter was adamant. "There was some… thing in the club. I was there - I fought it. Eddie was inside of it."

"We've recovered the security tapes from the establishment." Explained DeWolff. "After reviewing them, I can confirm your story. Although we aren't letting the public know that. It's better to not cause a panic by telling them that there is a parasitic monster running throughout the city."

"And that's what I think it was." Connors leaned closer to Peter. "Some kind of parasite killed Eddie, a symbiote."

"A parasite?" Peter questioned. "No, it was something else. This wasn't some tapeworm. It was an animal or something. It tried to kill me."

"I'd have to agree with Doctor Connors." Nguyen added. "It is most definitely some kind of symbiote, using hosts as a food source. It used Mr. Brock up before moving on."

"Where did it go though?"

"We don't know that yet." DeWolff admitted. "It just disappears on the film, fading away into nothing."

"Damn." Peter rubbed at his face, a headache blooming behind his eyes.

**Do the lights in here have to be this bright?**

It was all too much to process, his identity being revealed to even more people, the death of his good friend and co-worker, and a crazy slime monster running loose out in the world. Peter couldn't lie on the bed anymore, he needed to do something.

"Where's Felicia?" He asked, pulling the needle from his arm and the wires from his head. "MJ too, you said that she called you, Doc?"

"Peter, for the last time, you need to stay here. The fight with the symbiote did something to your system. You were unconscious for hours." Connors tried to placate his friend.

"I'll also have to advise that you remain here." Nguyen agreed. "With my painkillers in you, it's not safe for you to be out and about yet."

"Everyone just stop talking for a minute!" Peter yelled. "I'm perfectly fine now. I just need to make sure that the few friends I have left are alright." He hopped off the bed and turned to DeWolff.

"Where are they?"

"We had them taken down to the station for questioning. They're currently being held in lockup right now." She explained. "I can have them brought here now, if you like?"
"No, I'll go get them myself…" Peter looked down at his hospital gown. "Uh, where are my pants?"

DeWolff shrugged, and a quick glance at the two doctors proved that they were equally deprived of the knowledge of where his street clothes were located. Peter thought for a second, remembering shedding his clothing outside The Bloody Pool, before charging in. They were probably still lying in a heap in the street, on the off chance that someone hadn't stolen them yet.

"Damn, well where is my suit?"

"I gave it to Martha for repairs, as protocol dictates." Connors smirked at him. "Peter, I think it's best if MJ and your girlfriend come here… with a change of clothes."

"Fine." Peter huffed, feeling for the first time an uncomfortable draft. "You better hurry though. Having those two locked up together in an enclosed space is a bad idea."

"You better open this door right now!" MJ shrieked, slamming her fist against the metal entryway. "I have a lawyer!"

Through the square window set into the door, she could see a couple of bored-looking officers shuffling a deck of cards. They were either deaf to her threats or just jaded by spending years listening to similar pleas from actual criminals. Some kind of acknowledgment would have eased her temper slightly. It was the blatant indifference that got to her.

"I know people! I have connections in high places, so you really don't want to piss me off!" She slapped the door again, as if her petite hand could grant her exit.

"For fuck's sake, Watson, shut your mouth."

MJ whirled on her companion, shoving her fists against her hips and glaring daggers.

"What would you prefer I did?!!" She demanded. "Sit here and mope like you? Or actually get something done?"

Felicia was folded up on the steel bench, legs drawn up to her chest, hard eyes firmly set on the wall opposite. She hadn't looked up when she had spoken before, and she didn't raise her head now.

"I'm not 'mopping'." She muttered in a moping tone. "And you sure aren't getting anything done."

"I cannot believe you!" MJ paced the small space. It was a square room, with one door and two long benches fastened onto opposing walls. She moved over and sank on the bench opposite Felicia. "You just wanna sit here! Peter is out there and hurt, he needs our help and Eddie-"

"Your little boyfriend is dead and…" Felicia folded up tighter on herself. "So is Peter."

MJ gawked at the other woman, surprised at her resignation.

"You're wrong, that police captain said Peter was alive - that Doctor Connors was with him and that Peter was going to be just fine."

"You saw him." Felicia sighed, lifting her head and meeting MJ's brilliant green eyes with her cold, blue, and puffy ones. "He wasn't moving. He was dead. Peter-"

MJ cut her off, jumping up and lunging across the room to punch Felicia square in the jaw. The brunette's eyes opened wide with shock and she slipped from the bench, falling to the floor with a
loud crash. There was a moment of perfect silence, as Felicia gingerly touched the bruise forming
on her jaw and looked up at MJ, not a hundred percent sure about what was happening.

MJ positioned herself over the other girl, her face red with anger and her fist clenched ready to hit
Felicia again.

"What the hell happened to you?!" She demanded. “Where’s all that cold fury and badass-ness,
huh?"

“W-What?” Felicia was too stunned to react appropriately.

“The Felicia I know would never accept defeat like that. You need to pull yourself together so help
me-“ MJ cocked her fist again and Felicia actually flinched. “DeWolff promised us that Peter
would be fine and I believe her. I know Eddie is…” She paused, her words catching up with her
brain. "I know- I know Eddie is dead but, I think… I-

She stopped mid-tangent and covered her face with her hands, sinking onto the bench that Felicia
had just vacated. MJ was never much of a crier, not when she was a child or even through her
teenage years, but right now with a dead boyfriend, a hurt friend, and a bitter rival, she couldn't
think of anything else to do.

"You- you can't give up on Peter." MJ gasped a moment later. "He needs you."

"No," Felicia got to her feet, still cradling her jaw. "He doesn't."

"What are you talking about?"

Felicia sat down again. They had swapped places. MJ was now huddled on the far bench while
Felicia sat stiffly on the other. On any other day, in any other place, Felicia would have killed MJ
for laying a hand on her. but the fight wasn't in her at the moment.

"Peter and I aren’t built to last.” Felicia stated. “I know that.”

"That's a dumb thing to say." MJ shot back, wiping at her eyes, but somehow finding comfort in the
conversation. "Peter loves you."

"He’s never told me that."

"Did you tell him that you loved him?"

"Yeah."

"Oh… that's awkward."

Felicia shot a look at MJ and the other girl laughed, trying to lighten the mood. MJ could only deal
with so much negativity on one night.

"It's easy for you to laugh," Felicia sneered. "Some pretty little party-girl with a new boyfriend
every next week. You don’t know what it’s like to be alone.”

"Do you wanna talk about it? One of my many minors was psychology at one point."

"Screw you, ginger. I don't even know why I'm telling you any of this."

"Because, scarface, you don’t have to be alone and I can tell that you don’t want to be. People need
share things like this. If you keep all that angst inside and it'll tear you to pieces.”
"Stop talking to me." Felicia said, curling herself up again. "Just leave me alone."

"Look at that!" MJ cried, pointing at her. "Right there, that's what I'm talking about. You don't need to push people away, Felicia."

"I'm not pushing people away. I'm pushing you away. I hate you, remember?"

"Psshh," MJ snorted. "You're so obsessed with filling the mold of the 'badass loner', but you're only hurting yourself in the long run."

"Whatever," Felicia hid her face again, then added: "And if you ever touch me again, I'll claw out your eyes and shove them down your throat."

"I love you too, Felicia Hardy."

The two girls sat in silence for another hour, both of them mulling over their current situation.

MJ steadily processed Eddie's death and accepted it, considering him as another victim to whatever beast had attacked the club. Piecing together the events, she reasoned that Peter and Felicia had managed to fight off the monster, until it escaped. Then Peter had passed out due to some injury he had sustained in the battle. He was going to be okay though and DeWolff and Connors were with him. When Peter was back on his feet, he would find the monster and kill it. There was no reason to be worried or stressed, she reasoned. Everything would work out in the end.

Felicia, on the other hand, took a predictably darker perspective. The monster had killed Eddie and despite DeWolff's claims, Peter was also dead. She would eventually be released from custody and then she would run. Felicia wouldn't go back to their apartment. She would just get on the next plane out of town and just go anywhere, anywhere but here. The west coast seemed nice, good weather, lovely beaches, lots of wealthy actors to rob. She could live in the lap of luxury until the day she died, just like she would have done if her and Peter had never gotten together.

"I really screwed up." Felicia spoke. "I've made a mess of everything."

MJ looked at her cell mate, not speaking, but waiting for her to continue.

"I've burned all the bridges," She continued. "I've burned the roads, the train tracks, the fucking hiking trials. I've got no one else." Felicia was silently thankful no tears crept into her eyes; that would have been too much. "But that's not even the worst part. The truth is I don't want anyone else. That's how you know you're really fucked up: when the 'want' is gone. I mean, not having is one thing, suffering is one thing, but when you just don't care anymore…"

"The fact that you realize that," MJ advised. "The fact that you're self-aware, it means that you do care."

"I care enough to know that I'm not normal."

"Felicia that's not true-"

The door gave a heavy click and swung open. A police officer stepped into the room, resting a hand on her belt.

"Alright ladies," She spoke gruffly. "Get your things, I've been told to take you to a different location."

"What location?" MJ asked, jumping up. "Are we going to the hospital? Is Peter okay? Do you
The officer held up her hands like she could physically hold the barrage of questions at bay.

"Yes, I don't know, and I can't tell you everything." She looked between the two women. The dark haired one was still huddled on the bench, while the redhead was practically in his face. "Which one of you is the girlfriend?" Felicia raised her hand. "Alright well we need to stop by your apartment. Someone needs a change of clothes or something."

She motioned to both of them and turned, leaving the small cell without another word. MJ waited for Felicia to slowly get up and follow, before making her own exit. She watched the other woman's back as they walked towards the police cruiser and couldn't help but wonder how someone could be so messed up. One day MJ would find out, but enough things had happened that night. With a heavy sigh, she slid into the back of the car after Felicia.

Peter was sitting in his hospital room, talking to Doctor Connors, when the girls arrived. DeWolff had gone back to the station to begin the hunt for the symbiote while Nguyen had returned home for some much-needed sleep.

"Peter!" MJ squealed, nearly tackling him from the bed as she threw herself at him. "Oh my god! We were so worried! I mean, that police woman said you were okay, but we didn't know for sure. Then I called Connors, and then there was Eddie and that monster. Oh man, so much has happened. Are you oaky? Is this your bed? Where are your pants?"

"Uh..." Peter, who was still being held by MJ, looked over the top of her head at Doctor Connors and then to the fourth person in the room. Felicia stood in the doorway, clutching some of Peter's clothes to her chest and just staring at him.

"Mary-Jane," Doctor Connors coughed and stood up from his chair. "Why don't you come with me for a moment?"

"But!" MJ glance from Connors, to Peter, then Felicia, and then back to Peter again. "Oh... okay. Um, we'll be right back."

Connors grabbed MJ by the sleeve and dragged her from the room. The door shut with a deafening click, leaving Peter and Felicia alone.

He sat on the bed while she stood near the door, neither of them speaking or knowing where to start. Eventually, Peter watched as Felicia's bottom lip began to tremble slightly.

"I- I got your..." She held out his clothes dumbly.

He got up off the bed and rushed to her. Knocking the clothes from her hands, Peter grabbed her by the cheeks and pressed his lips against hers. She melted into him easily, digging her nails into the fabric of his gown, pulling him closer, somewhere between sobbing and laughing.

Peter pulled away and picked her up, sweeping her legs out from under her and carrying her bridal style towards the bed. She cried out as she was tossed on the sheets, but was silenced as he pounced on her again. There were lips against lips, skin against skin, and as Peter tugged at the zipper of her skirt, she finally spoke.

"Peter," She breathed. "They said they would be back soon!"

"Connors isn't an idiot, he'll know better than to barge in." He nipped at her neck causing her to
gasp in surprise.

"Still we- can't do this right now."

"Why not? Got somewhere to be?"

"No," Felicia grabbed onto Peter's shoulders and rolled them both so that she now rested on his chest. "I need to apologize. I was a total bitch back at the bar and then when I thought you were dead and then-"

He silenced her with another kiss, a quick peck that told her she didn’t need to apologize.

"Felicia, it's okay. I understand." He brushed a hand along her scalp and trailed a finger down her face, tracing her long scar and a bruise on her jaw. "You saved my life, for about the billionth time. Right now we're both alive and we're both safe." He cupped her face again. "You're going to have to try harder than that to get rid of me."

Felicia closed her eyes and shifted down so that she could rest her ear against his chest. He gave a soft hiss from pain as she settled against him, but she either didn’t notice or care. His chest burned once more from the contact and he gritted his teeth.

Something was still… wrong, although he wouldn’t admit it to anyone, not even himself in a way. He had the pain on his chest and the animal in his gut, which roared at him every time he had a pleasant thought about the woman currently covering him. He smothered it down with some difficulty. After all, he was happy to be reunited with his partner and he wasn't going to let some subconscious thoughts about independence ruin the moment.

He combed at her short hair with his fingers and she purred like a cat against the fabric of his hospital gown. For the time being, he was at an uneasy peace. Felicia hummed, the animal growled, and Peter felt himself starting to drift to sleep, caught in the strange vocal rhythm.

His spider-sense sent a jolt through his system as the door opened once more.

Peter, who had started to doze, opened his eyes and stared at the intruder in disbelief. The man crossed his arms and leaned against the door frame, smirking.

"When I heard you were in trouble, this really wasn't what I expected to see." The man saluted once and turned to leave. "Carry on, I'll see myself out."

"No!" Peter jostled Felicia in his haste to get up. "Harry, wait!"

Part V of I Believed Them All

"No! Harry, wait!"

Peter left a startled Felicia on the bed and scampered towards the door. Sliding out into the hall, he looked to his left and right, trying to catch a glimpse of his former friend. However, Osborn was nowhere to be seen.

"Harry!" Peter called again, setting off at a steady jog towards the elevators.

He turned the corner just in time to see Osborn step into the elevator and doors start to close. Taking a flying leap, Peter lunged forward and slipped inside just before the lift shut and started its
way down. Adrenaline surged through his veins along with an unfamiliar sense of power and strength. Under normal circumstances, there was a chance that he might not have made it into the elevator. However, he was feeling oddly spry at the moment.

Taking a deep breath that swelled his chest and lowered his heart rate, Peter turned to the console and punched the 'halt elevator' button quickly. The lift clanked to a halt and Osborn regarded his old friend coolly.

"Going down?" He drawled lazily, leaning against the wall.

"No, not yet," Peter crossed his arms. "Not until we talk. I've been trying to get in touch with you for ages, Harry, but you haven't been answering my calls and that stupid doorman won't let me into your building."

"The balcony doors are always unlocked, you know."

"This is about us coming to an understanding, not me cornering you, man."

"What do you call this?" Osborn gestured around the small space. "If not 'cornering' me?"

"You came to see me." Peter shot back. "Why, after all this time? After you've been avoiding me for months."

The business man shrugged halfheartedly.

"MJ called and said that she was on her way to visit you in the hospital, apparently there was some sort of accident. I simply thought I would come to pay my respects, but you're obviously preoccupied."

"'Pay your respects,'" Peter repeated sourly. "I'm not dead, and frankly I'm disappointed that this is what it would take to get you to see me."

"Well then I guess we're both disappointed with each other then. Tell me, pal, why you think you have the right to talk to me after what you did to my life."

"I didn't do anything to your precious life." Peter snapped, feeling the animal in his gut reward him with a happy buzzing. "Your father is the one that screwed up everything. He started all of this."

"And you ended it, didn't you?" Osborn lounged against the wall, condescendingly speaking down to the other man. "Well excuse me for not giving you a gold medal, hero. Speaking of which, aren't the good guys not supposed to kill people? You seem to be leaving a trail of bodies in your wake."

"You want to talk about killing people, then why don't you mention your father and the all the lives he took. The Green Goblin has killed more people than I can count."

"My father was ill, Parker. Anyone with a pair of eyes could have seen that." Osborn shoved his finger into Peter's face. "You're the one who couldn't maintain the peace, keep people safe, or do your self-proclaimed duty. It's your fault that my father is dead. Along with everyone else that you failed to save, those people at Oscorp, your aunt, Gw-"

Osborn was cut off when Peter slammed his fist straight into his nose. The bone cracked loudly and twin jets of blood shot out from both his nostrils. Over the course of an hour, two dark rings would form around each of his eyes, giving him his own painful mask. However, currently all Osborn had was a sinking feeling in his chest as he slumped to the elevator floor.
"Listen up, you pretentious little punk," Peter descended on his best friend, grabbing the sides of his head and forcing the unfocused eyes to settle on him. "I don't regret killing your lunatic daddy for one second. If I could take it back, it would only be so I could do it again, much slower." The animal inside Peter was frantic now, leaping for joy. "I've tried to make things up to you, to force through your thick skull that he only brought it on himself, but you're too stupid to listen to me. So I'll tell you what, I'm finished with you, Harry. If I ever see you again or even catch a whiff of your scent. I will \textit{end} you." He stood up then, hefting Osborn to his feet and propping him up against the wall.

"Thanks for checking up on me, pal."

With another punch, this time on a button, Peter stepped out of the elevator, allowing a shocked Osborn to slump to the floor again and ride the lift to the ground level in silence.

Felicia was waiting in the room when Peter returned. She had chosen to remain on the bed instead of chasing after her boyfriend. The two men had obviously needed to work something out and upon seeing Peter's face; it was obvious that some heated words had been spoken.

He shut the door again and leaned against it with his eyes closed. On the short walk from the elevator back to the room all of the energy had drained out of him, leaving him feeling empty. The rapid cycles of strength and passion followed closely by weakness were confusing his mind and body. Compounded with the night's earlier activities, Peter was starting to feel a little fatigued.

"We should go home." Felicia suggested, after watching Peter for a moment.

He just shook his head, before moving away from the door and scooping up his clothes. Glancing around the room, he saw the other door that lead to the bathroom and crossed over to it, shutting himself inside. Felicia stared after him for a moment, more than a little disturbed by his silent treatment. Either his talk with Osborn hadn't gone very well or he was feeling his injuries more than he was letting on. With a huff, she flopped back on the bed to stare up at the ceiling tiles.

Peter shut the bathroom door and started tugging off his hospital gown. He didn't know for sure why he was changing clothes in the secluded space. Lord knows he had nothing to hide from Felicia, but then again, maybe he did.

After fastening a belt around his middle, he turned and caught sight of himself in the mirror. He looked… thinner. The usual lean muscle didn't seem as pronounced and as Peter shifted he noticed that his lower ribs were, in contrast, more defined. Not to mention the black spot on his chest about the size of an orange.

Instinctively, he tried to touch it, thinking that it was some mark left on him by Nguyen for some medical purpose. However, as soon as he touched it a sharp burning sensation started on the point of contact, causing him to yelp and for his eyes to water.

"Peter!" Felicia called from the other side of the door. "Are you okay?"

He resisted the urge to rub at the spot in an attempt to rid himself of it, somehow knowing that it would be futile. He also considered briefly showing it to Felicia, or at least Connors. The animal growled in obvious distaste in the idea and Peter found himself agreeing.

It's my spot. He reasoned. There's no reason for anyone else to know about it.

There was a knock on the door.
"Peter, open up."

Quickly grabbing his shirt and buttoning it up over his new secret, he opened the door and was suddenly face to face with Felicia. They blinked at each other, before she leaned to the side and glanced into the bathroom.

"Are you alright? I heard a noise."

He nodded and brushed past her, making his way towards the window. With a few clicks he slid the window up and open, letting in a burst of night air. Peter threw a leg over the sill and started to climb out.

"Hey!" Felicia lunged and grabbed onto his arm. "What the hell do you think you're doing?"

Peter snapped his head back and glared at her, wrenching his arm free.

"Go home, Felicia. I need to… blow off some steam, or whatever." He explained sliding out of sight. "I'll see you later."

She stuck her head out the window and looked down then up, not seeing head nor tail of Peter Parker. Gritting her teeth, Felicia retracted her head and slammed the window shut again. The grass cracked and shattered, spilling shards down onto the floor and into the street below.

Mumbling obscenities, she stalked towards the door and threw it open, coming face to face again with someone else – the last person she wanted to see.

"Whoa there, Felicia," MJ held up her hands. "What's the rush?"

She and Doctor Connors had returned with what appeared to be a bag of food, most likely dinner for the four of them. MJ popped onto her toes to look over Felicia and into the abandoned hospital room.

"Hey, where's Peter? What happened?"

"I don't know!" Felicia threw her hands in the air and pushed through MJ, almost knocking the other girl to the floor.

"What do you mean?" Doctor Connors asked to Felicia's back, as she marched down the hallway. "Where are you going?"

"The apartment," She shot over her shoulder. "Because that's where he'll go eventually and I want to be there when he gets there so I can KICK HIS ASS!"

Various nurses and orderlies, running the night shift of the hospital, stopped as her words echoed through the whole building. Connors and MJ only looked on, stunned as Felicia made her way to the elevators.

MJ looked to Connors.

"Well Doc, what's the plan?" She asked.

He peered into Peter's former room. The bedsheets had been pulled from the bed and cast on the floor, the window was shattered, and the floor was covered with broken glass. The man sighed. He was getting too old for this.

"Go home, Mary-Jane." He said, reaching up to squeeze the bridge of his nose. "You've had a long
night, and there's nothing else for you to do."

MJ yawned and quickly tried to hide the motion by covering her mouth with her hand.

"I don't know," She shook her head. "Peter might be in trouble again. Not to mention, I called Harry on the way here. He said he would come."

"Look, Peter probably just needs some alone time and it's very late MJ, too late for Harry to drive halfway across town. If anything, he'll come tomorrow and find that Peter isn't even here."

"Fine," MJ admitted, sighing and looking towards the broken window. "Why does he always do this?"

"Because he has a lot of growing up left to do," Connors put his hand on MJ's shoulder. "Come on, let's get you home."

Peter was walking down the street without any course of action really in mind. All he knew was that he needed to just get away for a little bit, get some fresh air and gain some perspective. Despite the long and eventful night, he wasn't tired. Not in the slightest. He actually felt great again, and if it wasn't for the dark thoughts swirling around in his head like some angry soup, he might actually have been happy.

He touched a hand to his chest and softly pressed on the black spot. Through his shirt, the pain wasn't as sharp as before, but he still moved his hand away quickly. Unless someone had given him a tattoo while he was asleep, there was really only one thing that it could be.

*The symbiote.*

It had bonded with him, like it had done Eddie. Would it kill him as well? Would it use him as some kind of human buffet before discarding him again? Or even worse, would it turn him into a monster?

These frightening questions didn't bother Peter as much as they should have. The animal was purring again, lulling him into a sense of security the likes of which he’d never experienced before. It drowned out the rational side of his brain, the only part left that was aware of the effects of the Venom.

It was truly a poison, he realized. Venom had worked its way into his system and was administering some kind of happy sedative. Almost exactly like a snake's bite which could incapacitate its prey so that it did not resist being eaten. The Venom would consume Peter from the inside out, and the man would smile the whole time, completely high on toxins.

The animal growled again and Peter ceased his traitorous thoughts. It was conditioning him, slowly twisting his way of thinking. Pretty soon he wouldn't be able to tell whether a thought was entirely his or not. The Venom was truly an effective predator.

Peter crossed the street and jogged into an alley, taking a short cut between the two buildings.

*I wish I had my suit*, He grumbled to himself. *My web-shooters too. Swinging on bio-cables always calms me down.*

He exited the alley and turned down the side walk again. It took a few seconds before he finally noticed all the late night/early morning city-dwellers staring at him in amazement. Peter stopped in front of a particularly startled man and cocked his head at the strange glare leveled at him.
"What?" He demanded.

The man screeched and turned away, running off into the night. Peter reached up to rub his head, genuinely confused by the multitude of stares. As his fingers brushed at the skin of his face, he was disturbed to find that he didn't actually feel skin at all.

He brought his hands to the front of his face and found that he was wearing black gloves. Flexing his fingers experimentally, he found that the gloves hugged him perfectly. Looking down at himself, he saw that the rest of his body was equally clothed in a new dark material.

"Huh." Peter breathed, watching in awe as bulging muscles rippled beneath the suit. "This is new."

He looked up to find that a crowd was forming around him, pointing and whispering to each other in hushed voices. Deciding he didn't like all the attention, Peter instinctively reached his hand to the sky and loosed a bio-cable.

The familiar motion wasn't accompanied with the usual thwipp of flying webbing, but he was pulled into the sky anyways, higher and faster than he had ever taken off before. The moon seemed to be calling to Spider-Man and as he rose towards it, he felt as if he could fire another web and snag that too.

He decided against it though, letting himself tumble back to earth. Another well aimed web carried him to safety, swinging up again and away through the streets. The streets and buildings were a blur on the edges of his vision as he swooped between them.

It was like learning to web-swing all over again, the exhilaration, the power, the sense of utter joy flowed through him, much like he flowed through the night sky, nearly invisible in his new suit. He finally came to a rest on his favorite gargoyle, high above the city. A lot of time had passed since he had perched in this spot. The last time he could remember resting here was right before he had been ambushed by the Black Cat.

Spider-Man smiled at the memory. It felt like a lifetime ago that he and Felicia had once been enemies, reluctantly teaming together to fight Doctor Octopus’ cross-species mutations.

He was pulled from his thoughts by a painful throbbing in his chest. The burning was starting again, fierce and persistent, like a raw wound. It was another crash, bigger than the previous ones. His brief moment of enhanced agility and power was fading again. Spider-Man rose to his feet, he needed to get off the street, before the pain became too much.

He fired another web and launched himself into the air, then promptly lost consciousness.

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Part VI of I Believed Them All

Peter woke up feeling like he’d just experienced a lovely nap. Energy and power flowed through his veins and he felt as if he could take on a million Spider-Slayers, one hand tied behind his back.

They symbiote was wreaking havoc on his biological systems. The root of the problem was that the alien had never expected to encounter a host with so much raw and untapped energy. It drank from him greedily, like man dying of thirst before forcing itself to slow down and ration itself off. There was no reason to ruin such a goldmine of power so quickly.

When Peter's eyes fluttered open, the first thing he saw was a field of white. For a moment, he considered the possibility that he had, in fact, reached the moon and was now resting on its milky
surface. Then he felt the warmth of bare skin and caught sight of a familiar freckle. It was Felicia's smooth back that stretched before him, pale and barren in the dim light.

Her body was sort of like the moon, now that he thought about it. That scar on her shoulder was a crater and a red mark on her neck was a flag, where he had marked his territory. The only difference really between the moon and Felicia was the heat that radiated from her. He pulled himself closer to her and nestled his nose in her brunette fringe.

Peter would rather be with Felicia than the moon.

The animal in Peter's stomach voiced its displeasure at the thought and he gritted his teeth against its uncomfortable thrashing. He wasn't supposed to be here. The last thing he remembered was swinging through the streets, feeling ill, and then…

He roved his eyes over Felicia again.

*When did this happen?*

Wracking his brain, Peter searched for the memory or at least some explanation about how he had made it back home last night. But there was nothing, just a dull blackness.

*The symbiote…*

It had taken control, used him like some kind of puppet. Why had it taken him home? Why had it taken him to Felicia? Usually when he thought a half-decent thought about his partner, the Venom would disagree and try to push him away from her. Maybe it had finally gotten tired of trying to convince Peter that he didn't need her. Maybe it would let them be together?

All these thoughts and more rushed through Peter's head, jumbling together into a hodgepodge of confusion, until finally only one thought remained.

*Oh no. He realized. Felicia really is dating an alien.*

"Hey there."

Peter snapped his head around to find Felicia had awoken and was now staring at him.

"Something wrong, Spider?" She asked, stretching.

"Uh…"

"What's the matter," She shifted closer to him. "Cat got your tongue?"

"No." He muttered, thinking fast.

"Well that's good," She smiled at him. "Because I want a shower."

"A shower." He repeated dumbly.

She didn't say anything, just nodding and grinning at him. A merciless gleam was in her eye as she took his hand and pulled him from the bed, leading the way towards the shower.

As the hot water poured down on them, Peter remained half-dazed, thinking about what his next course of action should be. Leaving seemed like a good idea. If he left now, he would never have to explain to her his possession. He wouldn't have to hide his new secret from anyone if he was alone. If he left now, maybe she wouldn't notice-
“What’s this?” She asked abruptly, poking at the black spot on his chest.

Peter cried out and pushed away from her. She slipped on the wet floor and grabbed on the wall for stability. He, on the other hand, made his escape, fumbling with the shower curtains and stumbling into the bathroom.

“What the hell?!” Felicia called after him.

He stood there in front of the mirror, dripping water onto the tile floor and not caring. In his reflection he could see the black spot had grown bigger, much bigger. It was less uniform in shape as well. The perfect circle was gone, replaced with a jagged blotch that broke off into separate tendrils that snaked all the way up to his collarbone.

The shower curtain rattled as Felicia stuck her head out, glaring at him through wet bangs.

“What’s gotten into you?”

“You’re supposed to be mad at me,” Peter snapped at her. He was breathing deeply, clenching and unclenching his fists. “I ran out on you back at the hospital. You’re supposed to be angry.”

“Well I was,” She cocked her head and looked at him quizzically. “But when you came home, you didn’t really give me a chance to start another fight.” A smirk twisted her lip. “You didn’t really give me a chance to do anything.”

“I-,” Peter looked from her, back to the mirror. “I’m… okay.”

“So what’s with the spot? You didn’t get a tattoo last night, did you?” Her eyes narrowed at him.

“No, of course not.” He lied quickly. “It’s just some marks left by the thing that killed Eddie. Dr. Nguyen said it’s harmless.”

“Harmless?”

“Yeah, it’ll fade soon.” Peter turned from the mirror and headed towards the door. "Don’t worry.”

“Well… alright.” She watched him exit the bathroom, shutting the door behind him. "At least grab me some clothes, will you?” She ducked back into the shower, determined to not let the hot water go to waste. Her heart raced in her chest, however, her interests piqued.

"Yeah…” He muttered, making his way to the closet and leaving wet patches on the carpet in his wake.

They shared the closet, although you wouldn't know it if you looked at it. There was no clear division or even a sense of organization in the least. It was a jumble of clothes and hangers, making sense only to the couple who owned it. He opened it and pulled out several of his own articles at random, pulling them on, buttoning it up, and lacing them together, not even bothering to dry himself.

He was moving in a haze, as if he was drunk. The Venom had something planned and Peter knew it, something that could ruin everything.

*Or make it better.*

The animal was purring as Peter pulled out some of Felicia's clothes and bundled them to his chest. He knelt down to grab a fallen pair of jeans, and his fingers encounter something besides denim.
Grabbing the mystery item, he stood up again and examined it. It was a backpack, one of Felicia’s that lay discarded at the bottom of the closet.

Moving over to the bed, Peter dropped Felicia's clothes onto the sheets and opened the pack, before rifling through it. The bag was mostly empty, containing a rogue sock, a pair of throwing knives, and a forgotten and thoroughly-melted tube of lipstick. He was about to toss the bag away, when he found it.

Wrapping his fingers around the small box, he pulled it out and held it before his face. Peter knew instantly what it was.

The backpack dropped to the ground. with one hand still cradling the box, Peter used his other to grab Felicia's clothes. He carried her belongings to the bathroom and after opening the door with his elbow, he threw the clothing inside.

"Thanks." She responded as the door slammed shut again.

Felicia poked her head out of the shower again. The items that she had requested were strewn about the bathroom floor, soaking up some of the water that had dripped there earlier.

"Peter?" She called to the door, a touch of worry tingeing her voice.

He was upset about something. She could tell that much. Shutting off the water, Felicia stepped from the shower, dried herself, and dressed quickly.

When she opened the door, she found him sitting on the bed, facing her. The box snapped shut quickly, hiding the glittering gold within. Their eyes met and she swallowed hard.

"Why do you have this?" He demanded, rising from the bed.

"I- I thought you might want it."

"Want it?" He was incredulous. "Why on earth would I want this?! What gave you the right to take it?!"

"Would you rather I left it in that apartment?!" She took a step forward. "I took it because-"

"Because what?! Did you think I'd want to keep it as a reminder?! Or did you think I would use it for you?!" Peter flung the box at her and she ducked out of the way. It collided with the wall and the cheap container cracked on impact.

"Peter!"

"You've already wormed your way into my life enough!" He paced in front of her. He wouldn't hold back the beast now, he couldn't. "Seduce me." He spat. "Move in with me."

"You offered!" She screamed at him. "You told me to move in with you!"

"And now this!" he continued talking, not hearing her words. "You think you can force yourself upon me, but you can't! You'll never replace her! You're not Gwen!"

"No shit!" Felicia roared in Peter's face. "I'm still alive!"

He hit her. A sharp back-handed slap that caught her on the cheek and sent her tumbling to the ground. The instant skin pressed against skin, his rage vanished and his eyes opened wide.
"Felicia!" Peter cried, horror eclipsing everything else. "I didn't- no!"

He moved towards her, arms outstretched. She was shaking, trembling hand pressed to the red splotch on her face. However, when he got within range, she lashed out with her foot and kicked him in the stomach. The air left Peter in a painful gasp and as he rolled back, she lunged forward.

Bouncing to his feet, he tried to avoid her attack, but she was fast and tackled him onto the bed. They grappled on the sheets and he rolled them to the side so they slipped and crashed to the floor. Felicia didn't seem to notice though, as she pinned him beneath her and brought her fist down onto his face.

Peter accepted the blow, relishing the jagged points of her knuckles digging into his cheek. He deserved this, he deserved everything. Another blow brushed his temple and Peter realized that she was crying. Well, not exactly. There were no tears, no moisture whatsoever, just deep, dry, and powerful sobs that shook her entire frame, causing her strikes to go askew.

"Felicia…"

She punched at him again, but missed, and delivered a feeble thump into the carpet. The movement seemed to throw her off balance, because Felicia slumped onto him then. They lay there for a while and she continued to dry heave against him, as if gasping for air. Peter didn't move though, he didn't know if he should.

Eventually she rolled off of him and came to rest on her back next to him. There was still fire in Peter's veins and as the animal cheered, he felt none of the pleasure from the serotonin being pumped into his veins by the parasite. No matter what lies the Venom told him, it couldn't deny that this was taking things too far. For the first time since bonding with the symbiote, Peter didn't want it anymore.

"Felicia." He repeated.

"Get out." She croaked.

When Peter didn't move, she tried again.

"Get out."

"Just let me-"

"Get the fuck out!" She moved and Peter flinched, but instead of striking him, Felicia curled in on herself and turned away.

He stood up and looked down at her. This wasn’t the Felicia he’d come to know. He had turned her into something else, softening her edges enough so that when the betrayal she always suspected came, it dug deeper than any blade. A different Peter, at a different time, might have been able to attempt amends; but right then, he couldn't do it. He couldn't be strong for her.

Peter crossed to the window. Without looking back, he slid it open and abandoned the apartment. As he swung through the streets, the sun was just beginning to rise and as the moon disappeared over the horizon it called to him again, one last time. Peter ignored it though and set his eyes ahead of him, flying in a straight line despite the blurriness that affected his vision.

It was well into the afternoon before Mary-Jane Watson woke up. After the long and tumultuous night before, it felt good to recharge her batteries. In fact, she probably would have slept the full
twenty-four hours had it not been for the knock at her door.

She gave a mighty yawn and rose from her fluffy bed. Years of practice had given her the dexterity necessary to prevent being trapped in the sea of stuffed animals and pillows. MJ was still in her pajamas, but she shuffled towards the door anyway, thinking that it was probably her neighbor, Mr. Narvaez, asking to borrow her blow-dryer again.

"For the last time," She flung the door open. "You can’t come over every-"

Peter Parker was slouching outside her door, standing uncomfortably in the hall. He looked her up and down, taking in her wrinkled sleeping attired and mussed hair.

"Uh, is this a bad time?" He jabbed a thumb over his shoulder. "Because I can-"

"No, no! I mean," She stepped out of the way and swept her arm inside. "Come in."

He stepped inside, muttering his thanks and turning to examine the room as she shut the door again. It had been a while since he had stepped foot in MJ's studio apartment. The small space was just as cozy and cluttered as he remembered. MJ wasn't a slob, though it may have appeared that way to the untrained eye. All of her various nick-knacks had their proper place, despite their apparent nonsensical arrangement.

MJ locked the door and turned to face Peter, crossing her arms over her chest.

"So, where did you go?" She asked, glaring at him. "After you left the hospital?"

"I uh- went," Peter cast his gaze around the apartment, looking for a simple answer. "Do you wanna sit down, or something?"

"No."

He exhaled deeply, rolling his eyes towards the ceiling.

"I just went out on patrol, then I went home, and now I'm here."

"Why?" Despite her earlier refusal, MJ crossed to the bed and perched on the edge. She patted a spot on the comforter and Peter came to join her. "What I mean to say is: why did you come now? You ran away again, Peter. What's your problem?"

"I don't know," He rested his head in his hands. "A whole lot of stuff."

MJ snorted and, cautiously, rubbed a hand on his back. He tensed up under her touch.

"I don't know," He rested his head in his hands. "A whole lot of stuff."

MJ snorted and, cautiously, rubbed a hand on his back. He tensed up under her touch.

"I'm surprised you're still breathing. After you left, Felicia seemed pretty pissed."

Peter stood up and moved away from her quickly. As soon as he had risen off the bed though, he paused as if unsure of what to do next. He looked from the door back to MJ, awkwardly considering his next move.

MJ watched him with a raised eyebrow. He seemed restless, but at the same time exhausted. She noticed the slump in his shoulders, the way he avoided eye contact, his brief sentences. In a past life, Mary-Jane Watson could have been a detective.

"What happened, Peter?" She pressed. "You can talk to me."

He faced her again, and his mouth hung open slightly as he thought of what to say. She could tell
that something had transpired since they'd last seen each other.

Maybe Felicia realized that she doesn't need Peter? Maybe she's had enough of his strange behavior.

"I'm sorry about Eddie." He blurted suddenly, grasping at a change of topic.

The statement effectively blocked all of MJ's future probing. She'd been subconsciously repressing thoughts of her dead boyfriend since she was held in police lockup.

"Me too." She looked at the floor, breaking eye contact with Peter. "He didn't deserve what happened to him. Speaking of which," MJ searched for his eyes again. "What did happen to Eddie? Connors said that he was being used by this parasite or something. Apparently, he became some kind of monster?"

She looked to him, expecting an answer, but he was reluctant to respond. The symbiote was still his secret, and his alone.

_She deserves to know._

"It was an experiment from Horizon Labs," Peter explained. "An alien symbiote bonded with him and destroyed him from the inside out." As he talked, his hand rose and rubbed at the spot under his shirt. "By the time he realized what was happening it was too late. He was… gone."

Peter fell silent, so did MJ. They just stared at each other for a while; bright, emerald eyes against unreadable, dark ones. Both of them had been close to Eddie, who was a good and honest man. MJ felt for Peter now. They had both lost people: their parents, either through death or desertion, their friends and family, everyone seemed to pass through their lives and disappear - never to be seen again.

Very slowly, MJ rose from the bed and grabbed Peter's hand, pulling him to her. On her tip toes, she wrapped her arms around his neck, while his came to rest on the small of her back. With her head against his chest, she could hear his heartbeat.

“It’s okay.” She murmured, to herself as much as him. “It’ll all be okay.”

Peter gritted his teeth as her ear pressed against the black spot, sending flashes of hot pain through his body. He fought the urge to cry out again and buried his nose in her shining, auburn hair. She smelt nice; something sweet, but earthy at the same time, tangible but completely unreachable all at once.

She was talking again.

"Peter."

"Hmm." He hummed into her hair.

"What happened between you and Felicia?"

He squeezed his eyes shut and tried to withdraw from her, but she only gripped him harder. MJ raised her head so their eyes met once more. He had never been this close to her before.

"Peter, answer me."

"I- I think… we broke up."
"Really?"

"Yeah."

Something flashed across her face, almost too quick for Peter to catch. She shifted her weight from foot to foot and bit her bottom lip, gazing up at him.

"I'm sorry." MJ said finally.

"Yeah." Peter really didn't know what to say, but that didn't matter.

On a whim, he stooped his neck and kissed her on the lips. MJ gave a squeak of surprise as they came together and her eyes widened in shock. Her lips were soft and lush. Peter was pleased to find that she tasted as good as she smelled.

As flashing lights danced before her vision, she closed her eyes. However, the lights didn't stop, only illuminating the darkness within her head. She opened her mouth and moaned into him, happy to discover how well they fit together. Like two pieces of a puzzle.

She shoved him away from her and he staggered back.

"Peter!" MJ wiped furiously at her lips. "We can't do this!"

"Why not?" He gaped at her, the animal swirling inside of him again. "Doesn't this make sense?" Peter gestured between them. "I mean, you're the constant."

"What does that even mean?" She took a step back, as if creating distance could lessen the desire blossoming in her chest.

"After everything, though everything, you're still here. MJ, you and I are the two survivors."

"Peter," MJ put a hand to her forehead, as if checking for a fever. "You just broke up with Felicia, and then Eddie... We can't do this right now."

"We can't wait." He advanced on her. "I've learned from experience, you can't flinch from what you want." As he moved closer, she remained still, frozen. She wasn't afraid, something else rooted her to the spot, something far more terrifying and infinitely more powerful. "You never know when it will be gone."

His head lowered again and just the second before their lips touched, MJ closed the gap.

They were a mess of limbs and hair and mouths. The kiss they shared wasn't deep or loving. It was fast, messy, and so very hungry. Somehow they found the bed and became lost in the fluffy mound. He couldn't see anything but red. It took him a moment to realize that it was her hair, both obstructing his vision and bringing him clarity.

There was groping hands and heavy breaths, moans and growls. It was when his fingers found the elastic of her gym shorts that he realized: this felt right.

"You have no idea," She gasped as he undressed her. "How long I've waited for this."

He grunted noncommittally, working at the clasp of her bra. MJ tailed her hands up his chest and worked at the buttons of his shirt. Peter realized his mistake a moment too late.

MJ screamed and scrambled away from him, further up the bed and out of reach. She recognized that black splotch.
"Peter! That's- is that... Peter!"

He sat up quickly, fastening his shirt once more. She continued to scream at him as he struggled from the bed and headed towards the door.

"No!" She lunged after him and grabbed onto his arm, attempting to hold him back. "Peter, the symbiote killed Eddie. You need to get rid of it! Let me help-"

He ripped his arm from her grasp and reached the door, flinging it open.

"Peter, please!" She was furious now, scrambling after him. "You're going to die!"

Her own door slammed in her face and by the time she got it open again, he was gone.

There was a knock at the door.

Grumbling, he pulled himself out of his couch.

"Yo, give me a minute!" He called, scratching at the stubble on his chin as he shuffled away from the television.

Undoing the latch, he opened the door and blinked in surprise at who had disturbed his evening.

"Hey Flash," Greeted a bedraggled Peter Parker. "This is a little weird, but I don't have anywhere else to go. Can I stay here for the night?"

"Uh…"

Part VII of I Believed Them All

The streetlights blurred together into one long line. Mary-Jane Watson couldn't hear anything over the hum of her motorbike, as she raced through the streets. She had left quickly after Peter, only just remembering to put on a decent set of clothes before she set out. It was a miracle she hadn't been arrested yet, considering the number of times she had broken the legal, and sometimes rational, speed limit. Maybe she was graced with some kind of "Nega-Parker-Luck", that prevented bad things from happening to her, but MJ seriously doubted it.

First Eddie and now Peter.

She swerved into an adjacent lane, cutting someone off for the umpteenth time.

_The symbiote must have transferred to Peter at the club_, She reasoned. _But he saw what it did to Eddie. Why would anyone want to keep it?_

The light ahead of her switched from green to yellow, then finally red. She didn't notice.

_He needs help, and as far as I know, there's only one person who would know what to do: Doctor Con-_

An accelerating taxi collided with the side of MJ's motor bike and transformed her forward movement into sideways movement. MJ watched as her bike fell away from her, the handlebars twisting wildly as if waving goodbye, and the earth seemed to rotate around her. She saw the ground then the sky, then finally the ground again.
At least I'm wearing my helmet, right?

MJ collided with the ground again, rolling off her side and skidding across the pavement. There was a screech of tires, a honking horn, and then the hum of white noise as shock went through her system. She opted to lay there for a moment and take a mental inventory of all of her facilities.

Toes, check. Legs, check. Fingers... nope.

She tried to move her right wrist again but her stubborn appendage refused to respond. There was no pain yet, that would come later, and for the moment MJ was glad to not have received a greater injury. Nevertheless, movement didn't seem like an appealing course of action, so she settled again for a short rest.

No wait. She roused herself. If I don't move, people are going to think I'm really hurt... I should probably get up.

With a nimbleness usually not associated with people who had just been in an accident, MJ jumped to her feet, trying to signal plainly: "Hey look, guys! I'm okay!" However, this didn't stop the disgruntled taxi driver from rushing up to her.

"What the hell, lady?!" He cried, sending spittle flying against the visor of her helmet. "Pay attention to where you're going, dammit! My cab is ruined!"

"I'm okay!" MJ exclaimed, steel reeling from the accident.

"I don't care!" The taxi driver grabbed her by the forearm. "What's your name? Let me see your license."

"I..." Something tingled in MJ's brain, reminding her of why she had been risking her life in the first place. "I got to go."

"Like hell!" He moved to get a better grip, but she charged off, breaking away from him. "Hey! Stop her!" He pointed. "Get back here!"

She didn't hear him though; the hum was still ringing in her ears and the helmet over her head muffled exterior noise. Connors's home wasn't that far from her. If she was fast, hopefully she could explain the situation to him and work out some kind of plan before Peter got hurt.

Well, at least not hurt more than he deserved.

Her wrist still was still numb and as she ran, she noticed that one foot was starting to ache. MJ paused a moment to look down and realized that she had lost a shoe in the crash and that her pant leg was ripped up from hem to knee.

"Ugh!" She screamed, before setting off again. Her bare foot pounded against the hard asphalt as she jogged. "Peter Benjamin Parker," She hissed to herself. "If you survive the symbiote, I swear to god I am going to kill you."

A long, painful minute later, MJ beat a tattoo with her fist into the front door of Doctor Connors's house. She didn't stop knocking until the door opened, revealing a sleepy-looking Billy Connors, obviously about to head to bed. The young boy opened his mouth, but MJ cut him off.

"Can it, kid." She snapped. "Where's the doctor?"
"Uh… do you want a beer?"

Peter looked up from his worn sneakers and met gazes with Flash Thompson.

"No thanks. I'm good." He shook his head.

Flash nodded and leaned back in his chair, expelling a deep breath with a puff of his cheeks. They were sat in Flash's dingy excuse for a living room. Peter perched on the lumpy couch while Flash occupied an equally-lumpy armchair. The television was flashing different pictures at Peter, but he didn't bother watching it, his mind was elsewhere.

Flash coughed once.

"So what happened again?"

"She kicked me out."

"Yeah, but why?"

Peter shrugged. He really didn't feel like divulging any of his personal life to Flash Thompson, at least not any more than he already had. With all of his infinite skill and tact, Peter tried to change the subject.

"So you live here by yourself?" He asked, nodding around the room.

"Yup."

"Don't get any ideas, Parker." Flash jabbed a finger in Peter's direction. "This is just a one-time thing, okay? One drunken offer does not mean you can start setting up shop, got it?"

Peter nodded lazily, already quite clear on the current arrangement. The truth was, he had already worked out what his next move would be. Peter was done with people, the city, and really just everything in general. In the morning, he would be gone.

He'd ruined everything with Felicia, and his pass at Mary-Jane had only made things worse. Just getting away from everything seemed to be the best thing to do.

You'd like that wouldn't you? Peter rubbed at the spot on his chest, feeling the heat radiate from the beast within. It wasn't enough to take away Felicia, you had to try and get rid of MJ too.

That plan had backfired of course. The Venom hadn't counted on MJ's reciprocation of Peter's feelings. Once again, the redhead had managed to surprise everyone's expectations of her.

Flash sat on the armchair, watching his temporary roommate apparently fondle himself. Deciding that putting more space between him and Peter was a good idea, Flash clapped his hands once.

"Well," He rose from his chair. "I'm going to bed. You can sleep on the couch or whatever."

Peter didn't respond, save for another nod. Flash bit the inside of his cheek and switched off the television, before leaving his former classmate alone in the living room. As the lock clicked to Flash's bedroom door, Peter got up and headed for the bathroom.
Doctor Connors was sitting in his living room, grading some class work, when he heard the knock at his door. If he had known what that knock would bring, not only for him, but his entire family, the doctor would probably have run for the hills. That would have been the smart thing to do. But regretfully, Curtis Connors had no idea that his life was about to change forever and therefore remained in his seat, grading papers.

He heard his son answer the door, some muffled words, and finally a set of uneven footfalls. Looking up, Connors did a double take, genuinely taken aback by the sight in front of him. It was a woman, from what he could tell. She wore a scratched motorcycle helmet, a torn pair of pants, and only one shoe. He posture was lopsided, her frame listing to the side, and her right wrist was cradled in her left. All in all, she looked certifiably insane. The waves of aggression rolling off of her like the heat from a furnace didn't help either.

I really need to talk to Billy about opening the door for strangers.

"We don't have any money," Connors began. "But you're welcome to raid the china cabinet."

The helmet came off and the woman shook her hair loose in a flurry of red.

"I appreciate the offer, Doc, but I doubt you can afford any actual china on a teacher's salary."

"Mary-Jane? Christ, what happened to you?" He bolted from his seat and took her by the elbow, guiding her towards the sofa. "What's going on?"

"It's Peter. He's been taken over by the symbiote." She decided to cut straight to the chase and sank down onto the furniture.

"The symbiote? Are you a hundred percent positive? How do you know?" Connors hit her with a barrage of questions while giving her a once over, eventually seeing her wrist as the biggest injury.

"I'm sure," MJ winced as he touched her hand. "Peter has this black spot on his chest, just like Eddie did before he got transformed into that... thing. We need to get the symbiote away from Peter before he gets hurt, or worse, hurts someone else."

Connors ground his teeth together, thinking quickly. Neither him nor Dr. Nguyen had seen the symbiote on Peter when they'd treated him after the fight at the club. If the symbiote had been bonded to him then, they must have missed it somehow.

Or it had known to hide itself.

A sense of déjà vu washed over Connors as he momentarily left MJ and rushed to the bathroom for some bandages. Here they were once again, with an unstable Peter and a ticking clock. The poor doctor really was getting too old for this.

"Where is Peter now?" Connors asked once he had returned and begun wrapping MJ's wrist.

"I don't know. He had some kind of fight with Felicia, then he came to my apartment, I saw the spot and then he just ran out." She explained. "I came here as soon as he left."

"Alright, alright," Connors was getting flustered, he had so many questions. "How did you see it?"

"What?"

"The spot, Mary-Jane. How did you get the chance to see it?"
"Well he… we… I mean," MJ seemed to have trouble explaining the situation and when Connors looked up from her bandages to meet her eyes, a deep red flushed her face. "Look, Doc that's really not… it's none of your-"

"Okay, I get it." He obviously wasn't going to get a straight answer on that front. "What matters is that we know he's bonded with the symbiote. Have you called Felicia?"

"No, I haven't thought of that."

"We'll do that later," Connors looked up towards the ceiling. "Martha and Billy should be upstairs. We should go to the lab. I haven't ever examined the symbiote up close, that was Horizon Labs' job, but after Eddie's transformation I've developed some theories about how we can possibly-"

He was cut off as the phone rang. The noise was so sudden and shrill that it caused them both to flinch, jumping into the air a few inches. To MJ, it was the loudest noise she had ever heard. Doctor Connors, on the other hand, was quick to recover and he rose from her side.

"Get ready to go. I'll just check that real quick." With that, he disappeared into the kitchen.

MJ gave a heavy sigh of relief that she realized she had been holding in. Now that she had made it to Connors, she felt less panicked, more organized. The doctor would have a plan, he always did. Everything was going to be okay. In the kitchen, she heard a click as the phone was answered, the ringing fell silent, and then Doctor Connors spoke.

"Hello?"

Peter unbuttoned his shirt and discarded it on the bathroom floor. In the mirror, he could see his black spot. It was much bigger than when he had last seen it, which was mere hours beforehand. It was growing like particularly aggressive weed, soaking up all the light that was careless enough to drift into its grasp.

He took a moment to examine his reflection. His face was thinner, his jaw-line more defined, and his eyes sunken in. Dark circles under his sockets seemed to stretch forever and, as he watched, his breaths grew shallower and shallower.

Raising his hand, Peter wrapped his thumb and index finger around his opposite wrist. He frowned when the digits touched easily. In the blink of an eye, Peter had lost an unhealthy amount of body mass. He remembered vividly the emaciated form of Eddie, as he was consumed by the Venom.

What have you done to me?

The answer was obvious. The Venom had destroyed him. Everyone could see it, everyone except Peter.

Not anymore.

He prodded at his spot and the animal bit back at him with a sharp burn and a growl. Peter grimaced at the uncomfortable feeling, but pressed onwards. He rubbed at the mark again, twisting and tugging at the skin. Fire erupted in his chest and his eyes started to water. He pushed against himself until the pain became too much and he was forced to retreat.

His gripped the edge of the sink, breathing hard. The symbiote was strong now, apparently stronger than Peter. That didn’t bode well. Another quick glance at the mirror proved that he was now drenched in sweat, his shoulders trembling, hunched over as if to make himself appear smaller. It
was a subconscious technique, usually associated with prey: make yourself a smaller target to avoid attacks from someone bigger and stronger than you. Peter was familiar with this stance. He had adopted it many times back in the day, having been forced to dodge bullies most of his childhood, none bigger than the one who was currently letting him sleep under his roof.

*Flash isn’t a bully and I’m not a victim.*

Taking a deep breath, Peter dug his fingers into his chest and screamed. His vision went white and every nerve in his body was set ablaze, yet he dug deeper. Peter felt as if he was ripping and tearing at his own flesh, pulling himself apart at the seams. He stumbled backwards and slammed the back of his head against the door and slid to the floor, thrashing against the tile. Another yell was bounced off the walls and Peter pounded his fist into the ground, smashing into the floor and making a crater.

*A crater, just like on the moon.*

Peter let loose a mad burst of laughter at the thought. It was a twisted, demented cackle, one that sounded all too familiar to his aching brain. A vision swam before his eyes. It was Felicia in all of her dangerous beauty and rage. She was shouting at him, whether it was words of encouragement or damnation, he couldn't tell. But given the inferno that he currently resided in, it wasn't a difficult guess.

He clawed at himself with his finger nails. Something hot and sticky bubbled up under his hands and oozed in between his fingers. Yet he only dug deeper, scratching at his heart.

There was a knock at the door.

"Parker, what the hell's going on in there?"

He cried out for the third time, something loud and completely unintelligible. Another vision, an image, filled his mind. It was MJ, standing on her tip toes, emerald eyes closed, and bow lips puckered. It was the moment before everything changed, before Peter realized that Felicia had been right all along. She had been right pretty much about everything.

The pain was excruciating, easily the worst he had ever experienced.

Years later, after his child was born, Peter would ask his wife what labor was like. She would describe it as such: *Imagine the worst pain you’ve ever felt. Now multiply that by a fuck-ton.* He would laugh at her words, remembering vividly to himself the black spot, the dark bathroom, and his own cries echoing of the faded walls.

Peter's laughter was dying, along the rest of him apparently. It was getting harder and harder to keep his eyes open and a final vision assaulted him: a dark green mask, with bright yellow eyes and an frozen grin. The mask laughed along with Peter, finding something incredibly funny about the whole situation. That horrible sound filled Peter's ears and chilled him to the bone. It was an odd sensation, being frozen and scalded all at once.

The mask opened its mouth wide and a bright-red tongue slithered out to taste the air. Peter could see the faint light reflected off it's gleaming, bone-white teeth and feel it’s hot, putrid breath on his face.

"No!"

There was a sound like rubber bands snapping, a crash as the door was knocked down, then a high-pitched, earsplitting *wail*. Peter snapped his eyes open and looked at his hands. The Venom was
trapped in his grasp, flailing around and twining itself around his fingers. A quick glance to his torso proved that his chest was now bare and that he was free.

"What the fuck!?!" Flash yelled, taking in the scene before him. "What- what the hell is that?!"

"Run, Flash!" Peter warned, flinging the symbiote away from him. "Just go!"

The Venom landed on the ground with a sickening slap and flopped about for a moment, before launching itself into air with another pitiful wail. Peter rolled out of the way and the black blur whizzed past him.

"Ah! No! What the- no! No!"

Peter snapped his head up felt his heart stop mid-beat. The Venom had latched onto Flash and was now wrapping around him, consuming him like it had those before. A feral roar came from somewhere in Peter's gut and he lunged forward, determined to not let the symbiote take on another host.

"Flash, hold on-"

A fist collided with Peter's chin and he was suddenly flipping through the air. A wall pressed against his back before shattering and allowing him to continue his trajectory. With a loud crunch, Peter found himself lodged in the cheap refrigerator door across the apartment. Stars danced before his vision and as he tried to free himself, more horrifying screeches rang out through the apartment.

"Flash!" Peter called into the dust that had filled the apartment. "You have to fight it!"

No reply came to him and Peter started to panic. He kicked hard against his temporary prison and felt the metal buckle. Another kick and he was free, slumping to the ground in a mess of ruined groceries and twisted metal and plastic. There wasn't a moment to waste, he had to get to Flash and help him before it was too late. Peter pushed off the ground and was halfway through the living room, before something lashed out at him through the dust.

Strong, sharp claws wrapped around Peter's throat and hefted him into the air. He struggled at the grip and kicked in the direction of his attacker, but it was in vain. The rejection of the symbiote had weakened him, not to mention his brain was slowly being robbed of oxygen. As the dust started to settle, a face loomed out of the darkness, a grinning, monstrous face. It was the face of nightmares.

"Peter Parker," Hissed Venom. "Or should I say, Spider-Man?"

"Flash." Peter gasped, kicking once more. "You have to-"

"I know exactly what I have to do," A red tongue flicked out between his gleaming white teeth. "You really thought you could ruin my life and get away with it? Not a chance in hell, Parker."

"The symbiote- you don't know."

"The symbiote has already told me everything! I know everything about you and now I know just what to do to make your life hell." Venom chuckled softly and brought his face close to Peter's "I know how to break your heart."

Peter drove his forehead forward into Venom's nose. The monster reeled back and slacked its grip on him, allowing him to wriggle free. No sooner had Peter touched the ground then he pushed himself up again, this time driving a fist into Venom's gut. The blow seemed to have little effect
though, as Venom recovered quickly and delivered a swift jab to Peter's face. His head snapped back painfully and he barely had time to register another punch falling on his jaw again.

Staggering to the side, Peter slipped on the debris and tumbled to the floor. Venom was on him in an instant, beating the already broken man mercilessly. It was too much for Peter, the fight with Felicia, his encounter with MJ, beating the symbiote, and now being beaten by the symbiote. His vision started to swim once more, and he heard the demonic laughing again. Someone was saying something, but Peter couldn't make out the words. He needed to focus.

"...no idea the kind of power that you gave up," Venom was patting at Peter's battered face, much like one would chide a rowdy pet. "I could kill you right now, snap you in half like a toothpick. But that's too easy. It's too humane. You deserve to know, Parker. You need to know what it feels like to be completely and irrevocably broken."

"Flash," Peter croaked. "Please. I- I know..."

"No, not yet."

Venom stood up and with a flick of his wrist, webbed Peter to the ground with a tangle of black webbing. His terrible mouth twisted into an even more terrible smirk.

"Hmm, that's a neat trick." He muttered to himself as he lumbered off, leaving Peter in the dust.

He felt wet. Peter heard the drip, drip, drip of water and he could feel the cool liquid pooling around him. He forced his eyes to open with some difficulty. His left one was already starting to swell, blurring his vision. Peter tried to sit up, but the webbing holding him down snapped him back against the ground with a wet splash. He craned his neck and looked around Flash's ruined apartment.

Venom was gone, the bathroom was destroyed, and its sink was now spilling water onto the ground, flooding the entire home. How long had he been passed out? A few seconds, a few minutes, an hour? He needed to get up, he needed to stop Venom.

The symbiote was angry at him for rejecting it, that enough was apparent, and after bonding with Flash it was hellbent on revenge. It had spent a good amount of time filling its tanks on Peter's strength reserves and now, after damaging his body, it was after his heart.

"I know... I know how to break your heart." Venom had sneered.

"Felicia!" Peter cried and struggled against his binds.

He couldn't let Venom get to her. He couldn't let him win, not again. Peter strained against the floor, arching his back, pushing with everything he had. There was a loud snap, then another, finally the webbing ripped away and Peter flew to his feet.

Webs, really? Venom is ugly and derivative. It's time to teach him a lesson...

He grabbed his discarded, and now thoroughly-soaked shirt, and pulled it over his shoulders. His suit was gone, still with Martha Connors, and so were his web-shooters. Peter would have to run all the way back to his apartment for his spares. There was a giant hole ripped through the living room wall, exposing Flash's former home to the night air. Peter crossed to the hole then paused when something bumped against his foot.

He looked down. It was Flash's cell phone, resting on one of the few dry patches of floor. Peter
snatched it quickly and flicked it open, before leaping though Venom's custom exit and falling to the street below. He dialed in mid-air, pressing the phone to his ear as his feet touched the ground. After a slight stumble, he broke into a sprint and ignored the stares of a few passing pedestrians.

He weaved between a couple, obviously out on night time date, and dashed down the sidewalk. The phone rang once, twice, three times, before going to a message.

"Dammit Felicia, pick up!" He tried again with similar results.

So what if she wasn't answering the phone? Maybe she was asleep. Maybe she had gone out. Peter seriously doubted it though. If Felicia wasn't picking up, it was probably because she no longer could. He picked up the pace, ignoring the complaints that his body voiced. He had a few broken ribs, that was obvious, and the powerful ache between his eyes made him suspect that his nose was broken too. Peter honestly didn't know if he could fend off Venom in this state, but he had to try. Giving up was not an option.

He dialed MJ next. Peter had no idea the extent of Venom's plans. It was possible that no one was safe. Her phone rang three times too and then went straight to voice mail. Peter cursed at the phone, gripping it tightly in his hand. Then suddenly, he stopped running entirely and froze on the spot as MJ spoke into his ear.

"If you're hearing this," She sang. "I can't come to the phone right now, duh! If you're selling something, I'm not buying. If you want money, then you have the wrong number. If none of the above, sing your song at the beep!"

His hand shook as he removed the phone from his ear and gazed at the blank screen. It was her voice that did it. It was her voice that made him remember.

Peter was stupid, so very stupid.

Venom wasn't going after Felicia. He was going to kill Mary-Jane. He cursed himself for not seeing it before and took off down the street again.

Peter didn't change his course, but he continued blazing a trail towards his apartment. If he retrieved his gear, he would stand a better chance against Venom. Not to mention he would be able to travel much faster with his bio-cables. He called the next person on his list as he ran, hoping that the third time was the charm.

"Hello?" Doctor Connors answered.

"Doc!" Peter yelled into the receiver. "It's me. Listen, I bonded with the symbiote and-"

"Peter?!" Connors interrupted. "Where are you? What's happening?"

"Listen!" Peter cut across the street, hurtling up and over a passing car. "I rejected the symbiote and then it bonded with someone else. It's going after MJ now, but you need to stay safe too."

"MJ? Peter, Mary-Jane is here with me."

Peter nearly crushed the cell phone.

"You need to keep her safe, hide her somewhere. I'll be there as soon as I can."

"How do you know the symbiote is coming? Can it track here?"
"If MJ is out there, he'll find her, Doc. It's strong, really strong. I don't know if I'll be able to stop it. You need to hide."

"Understood. Stay safe, Peter."

"You too."

The phone went dead and Peter gripped it so tightly the screen cracked under his fingers. Even if MJ was with Connors then there were only slightly better odds of her being safe. Somewhere in his gut, he knew that Venom could track MJ. Somehow, he would find her. Peter just needed to make sure that he got to her first.

As he raced up the front steps to his apartment building, Peter dialed one more number. A bored man answered on the first ring.

"Police Department, how can I assist you today?"

"Get me Jean DeWolff."

"May I ask who's speaking?"

"Spider-Man."

There was a moment of silence.

"… Please hold."

She was lying on the bed when he found her. Felicia could have been sleeping were it not for the tiny shakes that ran through her body, as if she were continuously being pulsed with small electric shocks. Her head rose as the door opened and when her cold blue eyes settled on him again, she stiffened visibly.

"Peter." She whispered.

That was all she had to say. It was one word, a name. Venom was wrong. He didn't need to kill anyone to break Peter's heart. This was more than enough. He met her gaze and for a moment, he was struck dumb. Of course, he had rehearsed what he would say to her once they came face to face once more, but right now, when it mattered most, he couldn't think of a single damn thing to say. There was nothing to be said, nothing except the truth:

"I'm sorry, Felicia." He said, stepping fully into the bedroom and heading straight towards the closet. "I haven't been myself. I'll explain everything later, but right now you need to know something," Peter grunted as he pulled a suit case from its hiding place under the floorboards. "The symbiote that killed Eddie bonded to me. I managed to get rid of it and now it's out to hurt me. I'm going to go stop it."

Flicking open the suitcase, Peter started to get undressed, pulling on his suit as quickly as possible. Felicia didn't respond yet, she just rolled over and stared at him.

"You need to stay here," He continued. "Stay safe. I'll come back later and we'll… talk, about things. I'm sorry, Felicia, for everything." Peter rolled his mask down over his face and met her gaze again, this time through the protection of his white lenses. "I'm going to fix things. I'll make it all okay, I promise you that." Crossing to the window, where he had first made his exit earlier that day, Peter prepared himself for another battle. "Goodbye."
Felicia waited until he had disappeared again, before sliding to the edge of the bed and sitting there for a moment. It was dark in their bedroom and the sheets beneath her were cold. Her eyes roved the room and eventually came to rest on the cracked ring box lying in the corner.

Slowly, she rose and moved to pick it up. Sliding a long nail under the lid, she flipped it open again. Despite the dim light, the ring and its small gem still sparkled at her, mocking her. It mocked her devotion, her insecurities, and her tiny glimmer of hope.

If Peter Parker was an idiot, then Felicia Hardy was insane. The box fell to the ground again and cracked further, spilling its mocking contents at her feet. Felicia was at the closet, fishing out her own specialized gear.

Sometime being in love isn't a good thing. Sometimes love is a lonely and pitiful thing. As Felicia tucked her dark hair into her white wig, her eyes were firm once more.

If Spider-Man was doing battle tonight then so was the Black Cat, and there wasn't a damn thing that could be done to change that.

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**Part VIII of I Believed Them All**

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Doctor Connors slammed the phone back into its cradle. A million thoughts flashed through his brain at once. Venom was coming, Peter had sounded sure of it. As long as MJ was here, no one was safe. Not him, not his wife, not his son. Giving the redhead to the monster was out of the question, not to mention cowardly and stupid. Venom would probably kill them anyways, just for the hell of it. Connors had to do something. He needed to protect his family. He turned to dash into the living room, but found his path blocked by MJ.

"That was Peter wasn't it?!" She had apparently been eavesdropping on their brief conversation. "Where is he? Can I talk to him?"

Connors didn't answer. Instead he grabbed her by the shoulder and spun her around, pushing her out of the kitchen and towards the stairs.

"Whoa, what's going on?"

"Peter's gotten rid of the symbiote, but it bonded with someone else and now it's coming here." Connors talked quickly as he ushered her up the stairs. "We need to get safe."

"What? Why?" MJ stumbled up the steps. "Why is it coming here?"

"It… just wants to kill us." He didn't see a point in telling her Venom's true target. It was better not to risk her doing something stupid like sacrificing herself. "Come on, in here."

Connors threw open his bedroom door and shoved MJ inside before disappearing again. Martha Connors, who was lying in her bed with a book looked up as the door was opened.

"Um, hello Mary-Jane," She said, closing her book. "Is something-"

"There's a monster coming to kill us." MJ stated plainly. "Peter is coming, but who knows if he'll make it in time."

The book slipped from Martha's grasp and slid from the sheets, to the floor. Her mouth gaped slightly, and her eyes grew wide. She looked like a fish that had leapt from the water and was now
suffocation on dry land. It was almost comical.

Almost.

"Are you doing that 'trolling' thing, MJ? That's not very funny."

"What? No, what are you…" MJ shook her head. She would have to explain the internet to Martha at a later time. "I'm being serious, we need to defend ourselves. Do you have any guns?" MJ scanned the room like there might be one resting on the night stand.

"Guns? No, of course not." Martha rose from the bed and donned her bathrobe. "Goodness me Mary-Jane, you look like you've been in a car wreck."

"Thanks Martha, you sure know how to make a girl feel pretty."

Connors rushed back into the room, this time with his son in tow. Now that they were all together, he needed to set in motion the next step of his shoddy plan.

"Alright everyone," He pointed to the closet. "Get in."

"Are you sure this is a good idea, Curt?" Martha stepped up to her husband. "Maybe we should leave."

He shook his head and started shepherding his family and MJ towards their new hiding spot.

"There's nowhere to go, the lab is too far away and we can't risk getting caught out on the street."

"What about the basement?"

"No!" He snapped. "Just please Martha, listen to me."

"Dad, I'm scared." Billy rubbed sleepily at his eyes as his mother took his hand.

MJ rolled her eyes.

Kids are so annoying.

"I know son, just get in here with mommy, okay?"

Martha and Billy clambered into small space, squeezing in between the hanging array of assorted clothing. MJ turned to Connors.

"We can't all fit in here Doc, I'll go and try to get help." She said, reaching in to her pocket. If she was fast, maybe she could find shelter elsewhere and call the police. Spider-Man could use the back up. When she had successfully fished her phone from her pocket, MJ was disappointed to find that it had been reduced to a crumpled mess.

Oh yeah. She thought. I was actually in a car crash.

"No, Mary-Jane." He pushed his hand against her back. "Get inside."

She fit in with the other occupants, with more than a little discomfort.

"Curt!" Martha looked out at her husband. "What are you going to-"

He slammed the door shut on his family and turned away from them. There was a heavy trunk at
the end of the bed. With slightly blurred vision, Connors struggled to move the furniture with his one hand. The trunk slid against the closet doors with a resounding thunk. It was a good noise, solid and final.

Curt Connors loosened his tie as he made his way back down the stairs. He wasn't an idiot. It was obvious to anyone with an ounce of common sense, that one chest full of spare blankets and a set of closet doors weren't going to stop Venom. Doctor Connors felt a heavy weight set on his shoulders.

This must be what Peter feels like all the time. He realized. I must do whatever I can to defend the people that I care about.

He was back in the kitchen, opening a side door and descending yet more steps, this time to the basement. The light bulb flickered on and illuminated the dingy space. Unused Christmas lights and various boxes were scattered across the floor. Connors walked with purpose to a silver case, lying hidden under a tarp in the corner. A scene played in his mind, from years ago when Connors had felt much younger:

"No!" Peter shouted, interrupting him. "You almost killed me and your family last time you messed around with that. It's out of the question. When I get back, you and I are destroying the rest of that formula. Do you understand?"

Despite himself, a slow smile crept up his face as he raised the vile in his hand. After inserting the formula into a syringe, Connors took a deep breath.

Is this really necessary? What if Peter makes it in time? What if he defeats Venom without a problem?

Suddenly there was a loud crash, accompanied by the splintering off wood, somewhere above him. The light bulb illuminating the basement flickered uncertainly before going dark, casting Connors into darkness. There was a shriek like a banshee that sent a chill down his spine.

"Geronimo." The doctor said, stabbing the syringe into the stump of his arm.

The front door to the Connors family home was completely obliterated as Venom rocketed through it. He came to a stop in the main hall and crouched on all fours. His long, snake-like tongue slithered out of his mouth and flicked through the air. Venom gave one, long screech of triumph.

"Watson!" He called through the house. "I can smell you, Watson!

He charged up the stairs, smashing the banister as he went. His target was in the house. Of that, he was positive. The scent of fear was floating in the air like pungent perfume and as he flicked his tongue out again, Venom got another taste of that sweet aroma.

The bedroom door went down in the same fashion as its unfortunate cousin and Venom loped into the room, growing ever closer to his prey. His pearly-white eyes sifted quickly over the room, before coming to rest on the closet. His mouth opened wide in a gruesome grin and a hearty chuckle rumbled from his throat.

"Honey!" Venom pushed the heavy trunk out of the way. "I'm home!"

The floor beneath Venom's feet suddenly exploded upwards and then he was flying through the air. Someone grappled with him and Venom snarled at his attacker, swiping with his razor claws. They erupted up through the ceiling and for a single, glorious moment both of the monsters were
silhouetted against the full moon. Then they came crashing back down together, ripping a new hole in the ceiling and the second floor, before slamming down into the living room.

Venom rolled himself over, dragging The Lizard onto the ground and pinning the reptile underneath him. The Lizard roared in his face and snapped at him with its powerful jaws. Venom pulled his head back at the last second and loosed a demented laugh.

"You're an ugly bastard, has anyone ever told you that?" Venom struggled to restrain his opponent. "Let's see if you're any prettier on the inside."

The Lizard hissed as Venom dug his claws into its exposed underbelly. Blood seeped from the cuts and flowed onto the already ruined carpet, staining the ground red. Venom grinned once more at the sight, feeling a dark blood lust start to boil in his chest. This little set back would be dealt with quickly, before he set his sights again on MJ. He was just imagining how he would eat the woman (most likely in one mighty bite), when a thick tail wrapped around his neck and flung him away.

Venom collided with the wall and barely had time to recover before the Lizard was upon him again. Massive jaws wrapped around his shoulder and bit down, hard. Another ear-splitting shriek rang through the house as Venom squirmed in the Lizard's grasp. He lashed out with his claws and slashed at the Lizard's muzzle, digging deep gouges in the creature’s face.

The Lizard withdrew and swung with his own razor-tipped claws, missing Venom by inches as he ducked. A glob of black webbing slammed into the Lizard's side causing it to stumble. Venom shot at him again as he rolled away, putting as much force as possible behind the projectiles. The Lizard charged after him, barreling his way through the hailstorm and leaping towards him. Venom met him in the air and the two beasts collided with what seemed to be a sonic boom. Windows shattered and plates smashed, walls crumbled and fell as the brutal fight waged on.

Grabbing the Lizard by the meaty throat, Venom hefted the abomination and hurled him from the house. The Lizard flipped through the air, crashing through another wall and finally grinding to a halt against the street. Venom was hot on his tail, galloping on all four limbs for extra speed. He was eager to continue to fight, despite it being a major sidetrack in his plans. It was just too much fun.

Venom reached the Lizard and crouched next to the battered creature.

"You got spunk, Lizzie. Maybe I'll keep you as a pet when this is over." He scratched under the Lizard's chin. "Huh, would you like that?" The Lizard snapped at him again and Venom responded with a fierce punch, which cracked the ground and forced the Lizard further down into the concrete. "But then again, maybe not."

He raised his claws once more, ready to put an end to the festivities.

"No!"

For the second time that night, an unexpected assault was sprung upon Venom. This time in the form of a swinging kick that caught him in the stomach and lifted him into the air, carrying him away from the Lizard.

Spider-Man released his web and dropped to the ground, crouching low. He glanced quickly between Venom, who was recovering from his surprise attack, and the Lizard, who was dragging itself back to its feet. The pieces of the puzzle fit together in Spider-Man's mind almost instantly. Connors had lied to him about destroying the formula and had kept some for himself. Whether he was upset by this turn of events or pleased that Connors had taken it upon himself to combat the
symbiote, was yet to be decided.

One thing at a time. Spider-Man thought.

"Doc?" He asked warily, shuffling a few feet out of the Lizard's striking range. "Connors, are you in there?"

The Lizard either didn't understand or didn't consider his question worth answering. Instead, the giant reptile lashed its tailed and faced Venom, growling savagely. Venom, who was back on his feet, examined the scene before him and burst into laughter.

"Well isn't this interesting." He chuckled, long tongue lashing out.

They formed a triangle in the street, keeping equal distance from each other, while keeping everyone within their sight.

"The circus has certainly come to town." Spider-Man agreed under his breath, before shouting to his nemesis: "Flash, if you can hear me, you have to fight the symbiote. It's possible for you to reject it!"

"Reject it?!" Venom repeated harshly. "Why on earth would I ever want to do that? We're growing stronger every second!"

Venom flexed for emphasis and gave another banshee-like shriek, causing the Lizard to respond with his own roar. Spider-Man fought the urge to utter his own war cry and trained his eyes on his former teacher and friend. The Lizard had paid little attention to Spider-Man at this point, staying solely focused on Venom for the most part.

Maybe Connors has it under control. Spider-Man hoped. I guess we'll find out.

"Give up, Flash. You can't fight both of us."

"Stop calling me that!" Venom screeched. "Flash Thompson is gone. We are Venom!" With his introduction out of the way, Venom charged towards Spider-Man.

Thinking fast, Spider-Man leapt straight into the air. This tactic had worked well before, once a long time ago when the Rhino had attempted a similar charge. However, Venom was much smarter than the Rhino, and saw the dodge coming. With a flick of the wrist, a black ball of webbing collided with Spider-Man's chest, effectively blowing him out of the air. The projectile hit him on the just the right spot to send a spasm of pain through his cracked ribs and he collapsed to the ground in a heap.

I should have sensed that coming. Peter forced his muscled into action and sprung back to his feet. Why isn't my spider-sense working?!

Venom slashed at him and he ducked under the swing, quickly countering with a swift kick that caused the symbiote to double over from the force. Every bone in Spider-Man's body seemed to rattle as he struck his foe and he would bet good money that the blow hurt him more than his intended target. Venom twisted, moving to hack at Spider-Man, but the Lizard pounced in between the pair and deflected the attack. A long, muscled tail swept through the air and Spider-Man rolled away from the swipe, allowing the Lizard to beat Venom with his extra appendage.

Alright, so it's not coming after me. Spider-Man fired a glob of bio-cable into Venom's eyes, and dodged another sweep from the Lizard's tail. But it's not going to look out for me either. So stay out of the Lizard's way and hit Venom whenever you can. Got it.
The Lizard lunged at Venom, but the villain spun out of the way, punching at Spider-Man as he passed him. Peter blocked the strike and flipped into the air, over Venom's head.

This wasn't going to work in the long run and Spider-Man knew that. They needed to separate Flash from the symbiote somehow, but preferably without killing the man being used by the parasite. When Eddie had been possessed, a stab in the back was all it took to weaken the symbiote's grasp, allowing Peter to physically rip Eddie away from it. But that course of action didn't seem like a plausible one, the barrage of punches that Spider-Man and the Lizard unleashed on Venom seemed to have little or no affect on him.

Spider-Man wracked his brains, searching for an answer as he delivered a flying kick to Venom's face, before bouncing back and letting the Lizard get his licks in. When the symbiote had possessed him, it had worked in cycles, pumping up his strength and morale to new heights, and then weakening him so much further. Flash didn't seem to be having this problem, but continued to go berserk, fighting against his opponents with a constant fury. There were no signs of weakness, no slowing effect from fatigue. If anything, Venom was right, he was getting stronger.

A wild swing from Venom sent Spider-Man tumbling through the air, he twisted, righted himself and the landed on his feet. He watched as the Lizard raked its claws down Venom's back causing the symbiote to screech and retaliate fiercely.

What is Venom weak against?

There was a stop sign embedded in the ground near the street. Spider-Man gripped the pole and ripped it from the earth, hefting it like a baseball bat. He leapt back towards the fray, cart wheeled over the Lizard and brought his improvised weapon crashing down on Venom's skull. Venom dropped down to a knee, absorbing the strike, and Spider-Man whacked him again. The thin piece of tin that was the face of the sign crumbled almost instantly, but the metal pipe held firm for the time being, creating an effective bludgeon.

Spider-Man twirled his baton and dragged it upwards, catching Venom under the chin and knocking him away. Venom stumbled a few steps, before wheeling about and firing more web pellets. Spider-Man lunged out of the way while the Lizard took the shots full force, his scaly armor protecting him for the most part. The fight was getting out of hand, the Connors house was essentially destroyed and a great amount of the street, along with several neighboring lawns, was ripped to shreds.

How long will it be before someone comes to investigate and gets caught in the crossfire. Spider-Man adjusted his grip on the pipe, turning it so that he now held it like a javelin. There was no guarantee that this would work, but he was out of ideas. Sorry pal, I hate to do this to you.

He was about to hurl the spear at Venom, when suddenly something flew over his shoulder. A familiar looking ball bounced once on the ruined asphalt, then rolled to a stop at Venom's feet. There was a pause as the three combatants stared at the ball, then it exploded in a flash of white. Venom screeched to the heavens and shielded his head with his arms, leaping out of the way. The Lizard wasted no time, taking advantage of his foe's momentary blindness and attacking once more.

Spider-Man had averted his eyes as the flash-bang grenade exploded, but now he turned angrily and found the owner of the weapon quickly.

"I told you to stay home!"

"Well news flash, babe!" The Black Cat growled, ambling up to his side. "I don't give a damn what
you tell me to do or not."

For a moment Spider-Man considered ordering his partner away, for all the good that it would do. Even if he and the Lizard were making very little progress, they were at least holding Venom at bay. He didn't want to – no - couldn't risk her getting hurt.

I can't be responsible.

But he already was, ever since they had first met, Peter had taken responsibility. Looking after her had always been something that he just… did, especially when she didn't want him to, and she had returned the favor a million-fold. Regardless of how he felt, the Black Cat was help, and right now he needed all the help he could get.

"Stay close to me!" He called to her, hoping that she would listen this time. "Long story short: Lizard is good, Venom is bad."

"Got it." The Black Cat pulled several sharp throwing knives from her belt. "Let's get this over with."

"Felicia," Spider-Man grabbed her and pulled her close. "Don't die."

"I got nine lives, Spider. You don't need to-"

In one swift motion, Peter lifted his mask and kissed Felicia quickly. Felecia gasped at the first contact, but then cautiously returned the kiss. They were forced to pull apart too soon though, long before they had said everything they had wanted to say. There would be time for that later. Currently, the Black Cat looked through her goggles and into Spider-Man's lenses as he fixed his mask back into place.

"I won't die today," She said. "And neither will you."

"Couldn't have said it better myself." He pointed with his street sign towards Venom and the Lizard, who were still locked in a bloody duel. "Ladies first."

"Always the gentleman, aren't you?"

"I wish. Got any more grenades with you, love?"

She faltered at the pet name, snapping her head to look him fully in the mask.

"Too soon, Spider."

"Right, sorry."

"Forget it," The Black Cat reached for her belt. "I think I just may have a few more toys..."

It sounded like a war-zone outside. There were explosions and shouts, harsh shrieks and thundering crashes. Mary-Jane Watson pressed her hand against the closet door and slowly pushed it open a crack. Through the sliver of light that filtered into the dark closet, she could see that the house was pretty much trashed. A huge hole dominated much of the bedroom floor and through the ceiling she could see the night sky.

"What's going on?" Martha Connors hissed to MJ, clutching her son to her chest. "Is it safe?"

"Sounds like Peter finally showed up. Now might be a good chance to make a run for it." MJ
opened the door fully and clambered out of their small hiding space. "If we're fast maybe we can head out the back, get Billy safe, and then find some help."

"Where's Curt?" Martha asked as she stepped out into her former home and hitched her Billy up on her hip. The kid was getting big, pretty soon he'd be too heavy to carry. "We aren't leaving without my husband."

MJ led the way towards the bedroom door, skirting around the gaping hole in the floor which opened up onto the kitchen below. She peered out into the hallway and saw that the coast was clear. Judging from the sounds erupting from the front of the house, it was easy to guess where the fight was taking place.

"We can't stay here though," MJ tried to reason with Martha as they descended what was left of the stairs. "If he was smart, then he would have left the house to get help."

"He wouldn't have just left us behind." 

"Where then where is he?" MJ snapped. "We don't have time to argue about this Martha."

"I know," They made their way into the living room. "So I'm going to look for him, you need to take Billy and get out of here."

"No! We can't split up now."

"We're out of options, Curt might still be-"

She was interrupted by something enormous crashing through the front of the house and landing with an earth-shaking thud in the main hall. Curiosity got the best of them and the group rushed towards the sound, peering into the hallway to see what had thrown from the fight, or more accurately, who.

"Dad!" Billy Connors cried.

The Lizard clambered back to its feet, but paid no attention to the startled humans, instead charging back out of the house and breaking his way through the remains of the front door. As the entryway collapsed, some of the ceiling came with it. Apparently, it was too much for the poor structure, as the entire front of the house seemed to disintegrate before their eyes.

"Dad?!" MJ repeated, covering her head to protect from falling debris. "What's going on?!"

Martha didn't answer. She wrapped her arm tighter around her son and grabbed MJ's hand, dragging the other woman forward. They ran from the building as the house finally folded in on itself, collapsing in shower of splintered wood, dust, and brick.

"Curt!" Martha screamed as they broke out into the front lawn. "Curt, what have you done!?"

MJ's jaw dropped as the fight came into view. Everything was happening so quickly, she was being assaulted with new images and sounds. It was too much. Out in the street, Venom was in the midst of fighting off the collective efforts of Spider-Man, a giant lizard, and some woman in a cat-suit. They were a blur of movement and color. Spider-Man kicked and swung with his pipe, the Black Cat hurled knives and occasionally dropped more flash-bangs, and the Lizard hacked and snapped with its powerful jaws. Meanwhile, Venom took every blow, slash, and bite, responding with his own deadly attacks.

His elbow came down on the Black Cat's back, flattening her to the ground. Next, he fired a ball of
webbing into Spider-Man's gut and sent him flipping away. Then finally, he performed a spinning kick that dislocated the Lizard's jaw. The humanoid reptile roared in pain and writhed on the sidewalk as the Venom stood in the center of the scattered fighters, hands raised in triumph.

"And then they realized," He shrieked, long tongue flailing. "That it was all in vain! Venom is victorious!"

Spider-Man bounced back to his feet, and made to swing his pipe once again, but Venom snatched it out of his hand. With another punch, Venom sent Spider-Man down again. Peter tried to rise for a third time, but a heavy foot on his chest effectively halted his movements. Venom leered over him.

"Observe, Parker." Venom spun the street sign between his fingers. "Your broken heart."

He stepped off and away from Spider-Man, before throwing the pipe with all of his strength. The metal pipe flew through the air, cutting through the night, straight at Mary-Jane Watson. Time seemed to slow down as all eyes followed the projectile. Spider-Man was no longer pinned by Venom, but he was frozen in fear. Mary-Jane was going to be skewed in front his very eyes as he lay in the dirt.

_Over my dead body._

He moved quickly. Adrenaline surged through his veins as he flew to his feet and pushed against the ground with every ounce of strength still in his aching body. It was a final, flying leap, desperate and powerful. There was little chance that his plan would work, but then again: there was little chance of a nerdy boy being bitten by a spider and getting superpowers, or a skilled cat-burglar falling in love with said nerdy boy, or a man getting four mechanical arms welded onto his body. Peter Parker's life was fully of strange and impossible things and this was just another item on the list.

The pipe pierced Spider-Man's suit, sliced through his flesh, parted his third and fourth rib, and finally protruded from his back in a shower of red. He fell to earth with a scream on his lips and the pipe wedged in his body.

There was another great silence, like the whole world was suddenly holding its breath. It was Venom who reacted first, walking forward and grasping the pipe. With one sharp tug, he pulled the spear from Spider-Man's body. It gave a horrible _squelching_ sound as it slid from its fleshy sheath.

"You're a fool, Parker." Venom hissed, now more angry than amused. "There's no one in this world that would have done the same for you." He took aim again. "And in the end, it didn't even matter."

He was about to throw the pipe again, this time without an interruption, but a sudden noise gave him pause. It was a shriek, much like the ones he was known to give, although it wasn't the same, far from it. This particular shriek wasn't meant to intimidate or scare. It was the sound of a pure rage and revenge. It was the sound of a broken heart.

The Black Cat tackled Venom from behind, dragging the monster to the ground. She continued to scream as she dug her claws into his face, ripping and tearing with all of her might. Venom lashed out at her and the blow glanced off of her shoulder. She didn't seem to notice though, only continuing to shred him to pieces.

MJ dashed forward, and slid on her knees next to Spider-Man.

"Peter!" She immediately shoved her hands into his wound, attempting to stop the gushing blood.
"Peter, come on!" She cast about wildly “Martha? Martha!

Venom forced his foot up and kicked against the Black Cat's chest, pushing her off of him. He staggered upright and took two steps, before she was on him again. She went for his eyes this time, sliding one of her throwing knives into the corner of his socket and trying to pry the organ from its casing. Venom screamed and spun around, trying to dislodge her again. Felicia clung to him though and screamed too, for an altogether different reason.

Martha was on her knees too now, pushing Billy behind her.

"Good, Mary-Jane, keep pressure on the wound." Mrs. Connors tugged at Spider-Man's mask and pulled it free. Peter's face was paper-white and when he opened his mouth, blood bubbled up between his teeth. "Peter, can you hear me?" She tapped gently on his cheek and his eyes struggled to focus on the people crouching over him.

"What do we do?!" MJ's hands and wrists were stained red. "What do we do?!"

With a mighty howl, Venom grabbed a fistful of the Black Cat's hair and peeled her from him. He slung her over his shoulder and the white wig was torn from her scalp. She landed on her feet and charged for him again, planning on another vicious attack. However, Venom was ready this time, he dodged her first swipe, and then wrapped his clawed fingers around her slim neck. She squirmed in his grasp, but he held her firm, bringing her close to his face.

"You're getting on my nerves, Kitty Cat." His tongue snaked out and drew a wet line along her jaw, tasting her pale skin. "But not anymore."

Then he slammed her down into the concrete. On her first collision with the ground, her goggles cracked; on the second, they shattered completely and spilled shards over her face, then on the third, everything went black. Venom hurled the limp form of Felicia Hardy away from him.

As the symbiote started to patch together his wounded eye, he turned towards the Lizard, who still twisting on the sidewalk.

"I'm going to get help." Martha rose to her feet and grabbed her son again.

"No wait! Don't leave!" MJ cried.

"We won't help by just sitting here and watching him die. Just keep on the pressure." She turned to run, casting one last glance towards Peter and her transformed husband.

Her heart stopped beating when she saw Venom crouching over the Lizard. Martha had a choice to make. She could call out to Venom and draw attention to herself, her son, MJ and Peter. Or she could let Venom kill her husband.

Martha Connors closed her eyes, turned, and ran.

She would never find aid in time, it would all be over before soon.

"Peter." MJ breathed. "Peter, just hold on."

"Mary-Jane."

She looked away from her bloodied hands and to his face when he spoke.

"Shhh, don't move. You're going to be fine, Peter, just hold on okay."
"No," He croaked. "It's okay, MJ. I'm okay."

"You're not," Tears clouded her vision. "You're really not."

"I did it. I saved you."

"Peter…"

"It's okay. I… I did it… I won…"

"Peter!"

Venom dug his claws underneath the Lizard's ribs, feeling around for the beast's heart. If he could pop the little blood pumping organ, he could kill the Lizard in an instant. This would prevent the meat from tensing up before death, creating a nice, tender, reptilian meal. Venom licked his lips, first the monster, then the redhead.

All of the sudden, his vision went white as a bright light was shined into his eyes. Venom shielded his vision and searched blindly for the source.

"Symbiote!" Barked a booming voice. "Step away from… the lizard-man, and put your hands where we can see them."

Venom complied, dropping the Lizard and stepping forward. The light shifted and his vision cleared substantially. Jean DeWolff stood a dozen yards off, flanked by an entire army of ERU's. A police helicopter buzzed overhead, aiming a spotlight down on the scene. DeWolff raised the megaphone to her lips again.

"Alright, now don't try to resist. We will not hesitate kill you."

"Kill me?" He chuckled. "Kill me?! You're a fool. There is nothing on this earth that can stop Venom!"

"We'll see about that. Now put your hands up!"

Once again, Venom followed her instructions, raising his hands and firing a barrage of black webbing into the assembled forces. Several of the ERU's were mowed down instantly and the others quickly responded by returning fire on the symbiote.

"Concentrate your fire!" DeWolff instructed, pulling her own handgun from her holster. "Do not hit anyone else!"

Venom charged into the bullets, absorbing the lead and making his way towards the soldiers. Their fire seemed to have no effect on him, sinking into his symbiote-reinforced-skin and being redirected away from any vital body parts. He was bearing down on them, closing in, about to tear through the ERU's like they were nothing.

"Now!" DeWolff screamed. "Go now!"

The mass of armed men parted down the middle and one man dashed forward. He was clothed from head to toe in what appeared to be some kind of insulated suit, his face and bald head was a mass of burn scars, and as the man charged forward, all of the ERU's retreated quickly.

Venom smiled, flashing his long, sharp teeth. This one man was their last line of defense, some kind of trump card that he would finish off quickly before slaughtering the rest. It was too good to
be true.

Electro waited until Venom was a few feet away before blasting him in the chest with a bolt of lightning. Venom was thrown backwards by the force of the blow and crumpled to the ground before this newcomer. Electro continued running forward, not just letting the electricity flow from his fingertips, but pushing it out, forcing his powers to converge on the symbiote.

The entire street was illuminated with the harsh, blue glow of Electro's onslaught. Venom screamed and flopped against the ground, trying to rise again, trying to defend himself. It was hopeless though, Venom with all of his infinite strength could not fight something that couldn't be punched, bitten, or killed. Electricity coursed through his black veins, burning his flesh and frying the Flash Thompson beneath. The screams were loud, piercing and seemingly endless.

As Jean DeWolff stood off to the side, watching Venom burn, she knew that when she crawled into her bed later, she would hear his screams. The same could be said for the next night, the night after that, and every night for the rest of her life. Basically, she would always remember the night she realized: the world was a horrible, dreadful place and it requires ruthless, powerful people to keep it safe. It was the night that she realized just exactly what she had to do.

Venom stopped moving after a while and lay still on the asphalt. Electro gave him a few more jolts before cutting off his flow of power. Dusting off his hands, Electro turned to DeWolff.

"What are you doing?" She asked.

"What do you mean?" Electro responded, his voice hoarse.

"What *are* you doing?"

"I did what you asked, DeWolff." He said, starting to walk away. "The symbiote is taken care of."

"No, he isn't." DeWolff stated, her voice firm and her eyes firmer still. "Kill him."

"That's not what you asked me to do." Electro crossed his arms. "You said I was going to help people."

"You *are.* She pointed towards the heaving mound that was Venom." Kill him, Electro. Kill him now."

"I don't want to."

"You don't have a choice."

"DeWolff, listen-"

"You *will* do it, right now." She spat. "The only reason you are alive right now is because of me. You'll do as I ask, or you'll be back in Riker's before you can even blink."

Electro glared at her, considering whether or not he should defy her wishes and fry her instead.

"You're a real bitch, you know that?"

He killed Venom.

Jean DeWolff turned away when he did it. Just because she had ordered the murder, didn't mean she had to watch it. Her hands were clean, right?
She would wonder about her innocence later, right now there were bigger fish to fry.

The ERU's fanned out, investigating the scene. Venom was gone, completely burned down to nothing. Flash Thompson was dead too. So it goes. Electro jogged over to DeWolff and joined her as she walked down the sidewalk.

"So you were bluffing about that Riker's thing, right? You wouldn't really send me back there." He cringed remembering his short time in the high security prison for super villains. After he had been rescued from Oscorp, he had been held there, before DeWolff had come to her with the deal: his services for his freedom. Well, *almost* freedom. Although technically not a prisoner, he was still kept in a high security facility, as much for his safety as those around him.

"I wasn't." DeWolff answered plainly. "I advise that you remember who you work for in the future."

Electro shivered, he was starting to regret signing up with this woman.

"Captain," An ERU ran up to them. "We found this." The man brandished a white wig at DeWolff. "No sign of the owner though, she's run off."

"The Black Cat," Mused DeWolff, talking to Electro over her shoulder. "We've got quite the file on that one." She looked to the ERU. "Take that to forensics."

"Also there's the... Lizard-thing."

"Is it still alive?"

"For the moment, yes."

"Good," DeWolff nodded. "Get it to Riker's asap."

The ERU nodded and rushed off again, allowing the captain and her pet super-human to continue their walk.

There was some kind of commotion going on further down the street, outside of the ruined house. DeWolff and Electro made their way over to a group of huddled ERU's, picking their way around massive holes in the street. Eventually they reached the scene and the men parted for their commanding officer. DeWolff looked down and frowned.

"Please," Mary-Jane gasped. "Please help him…"

Part IX of I Believed Them All

Sweat dripped from her forehead, down her face, and collected on the edge of her jaw. Eventually the droplet could resist gravity no longer and splashed a wet circle onto her smock. It was icy-cold in the room, but Doctor Nguyen sweat anyways. There are just some things that a doctorate's degree, with all of its study and rotations, doesn't prepare you for.

Captain DeWolff and what seemed like an entire army had burst into her office, interrupting her fifteen minute break during the graveyard shift. Lucky for them, Nguyen was on staff that night. If she had been at home sleeping, like she would have preferred, then she would never have made it in time. Not to mention, there was no other surgeon in the world who DeWolff trusted with her most closely guarded secret.
How Nguyen got stuck with the job as Spider-Man's personal doctor was beyond her. How she was forced to do it off the books, as well as free of charge was downright unfathomable. Who knew the captain of police could pull so many strings? Or that the doctor would be so willing to lend her services? Maybe she had a soft spot for the vigilante. After all, he somehow managed to make an impact on the lives of anyone who got within a mile radius of him. In the end though, it didn't matter. Nguyen had made clear where her allegiances lay and it was too late to turn back now.

He had gotten lucky, in an ironic sort of way. The problem about being stabbed with a hollow pipe like that, besides the obvious, is that there is often a core of matter that gets stuck within the pipe. Removing the pipe removes the core and it's impossible for anyone to grow back a chunk of a missing liver or lung. However, in this particular scenario, the pipe had pushed its way through, nudging all of the important bits aside and only nicking a lung before popping out the other end.

Not to say that an extensive surgery wasn't called for, one that took up almost the entire rest of the night. By the time Nguyen had finished, moved him to a recovery room, and slunk back to her office, it was nearly sunrise. Needless to say, the doctor was not pleased by the appearance of Mary-Jane Watson.

"Sha Shan Nguyen?" MJ asked, stepping forward hesitantly. "Are you the doctor?"

Nguyen gave a heavy sigh, currently in the process of unlocking her office door. If she had been a few seconds quicker, she could have made it inside and locked herself away, before anymore disturbances had arisen.

"Yes, I'm the doctor." She turned to face the redhead and crossed her arms. "Can I help you?"

"Can I see him?"

"Who?"

"You know who."

"I don't know what you're talking about," Nguyen made to enter her office. "You shouldn't even be back here. If you have any questions you can ask Gloria, at the front desk."

"Doctor, that police captain told me that I could talk to you." MJ persisted, following after Nguyen. "She said that you were helping him."

Nguyen tried to close her door, but found it blocked by MJ's shoulder.

"I don't..." Nguyen struggled to shut the door. "Know- what you're talking- about."

"You don't need to lie!" MJ winced as the door pressed against her. "I know that you were helping Spi-"

The doctor opened the door fully and grabbed MJ, interrupting her. Nguyen pulled her swiftly into the office and slammed the door shut, before wheeling on MJ angrily.

"What is this?!" She barked. "Some kind of test? I told DeWolff she could trust me. She doesn't need to be sending in little girls to find out if I'll spill the beans!"

"No, I'm not- Spider-Man is my..." MJ tried to defend herself.

"Are you from the government?" Nguyen cut her off again. "You want my job right? Well let me ask you something. What would you have done in my position?! Let him die?!"
"Whoa, whoa, whoa," MJ held up her hands. "Take a breath there, Doc, I'm not from the government and DeWolff didn't send me. Spider-Man is a friend of mine and I just want to make sure he's okay."

"And you expect me to believe that?"

"Yes, because it's the truth." MJ clenched her fists and glared at Nguyen. "You think you've had a rough night? You have no idea what we've been through. I've seen parasites from outer space, ten-foot-tall lizards, and one of my best friends give his life to save mine. If you think you're going to keep me away from him, then you got another thing coming."

Nguyen cocked her head and squinted down at the woman. She was flustered, angry, and judging by the red rings around her eyes, she had been crying.

Either this woman really knows Spider-Man or she's a good actress.

Turns out, Nguyen was right on both counts, not that she knew that.

"Huh, sure." Nguyen dug the heels of her hands in to her eyes and moved over to her desk, sinking into the chair. "You're a friend of his?"

"Yeah, I am."

"That sounds like a dangerous job."

"It can be."

The doctor had to fight to keep herself from nodding off. Her desk chair had suddenly become very comfortable and soft. She considered sending this woman away, as she was very tired and didn't feel like being barraged with questions. There was also the fact that Spider-Man was one of her patents, and therefore under her protection. It didn't feel right to divulge information to this woman who claimed to know him.

"What's your name?"

"Mary-Jane Watson."

Nguyen nodded, taking a deep breath and actually smiling.

"Spider-Man is… fine, for the moment. He woke up twice during the operation, nearly took my head off once. I wasted a lot of sedatives trying to keep him under."

"If he survived, then it wasn't a waste."

"Sure, sure." She nodded again. "He talked though, sometimes, when he could. He would just mumble random things." Nguyen looked at MJ. "He said Mary-Jane a bunch."

MJ blinked and stared at Nguyen, this time in genuine interest. She quickly recovered though and crossed her arms.

"Did he say anyone else's name?" She flicked her head, tossing a lock of auburn hair over her shoulder.

"I don't think so. He was never lucid, thank god."

"I see," MJ tried to resist the smile that tugged at the corner of her lips. "Well, can I see him?"
"No."

"No? Were you listening to a word I said? You're not keeping me-"

"I heard you just fine, Ms. Watson." Nguyen snapped. "But he's in a critical state. He needs rest, peace and quiet. You won't go knocking down his door and chattering away in his ear, not on my watch."

"Pssh, I wasn't- that's not…” MJ stamped her foot. "I just want to know what room he's in. So I can peek in, make sure he's still breathing."

"What's wrong?" The doctor laughed. "You don't trust my work?"

"I need to see." MJ pleaded. "Just, please. I need to know."

MJ employed every begging skill that she knew, wobbling her plump bottom lip, tearing up a bit, and taking short, rapid breaths. Many a boy has been manipulated by the "MJ Pout". Nguyen watched the display and rolled her eyes. 

*Yup, she's an actress.*

"Look, I can tell that you want to make sure he's okay," MJ allowed a single tear to roll down her face. "But- but I…” Nguyen squeezed her eyes shut and groaned. "He's in room 125B, you can peek in, but that's it. If you step one foot in that room, then I'll have you kicked out of here faster than you can blink. Is that understood?"

She gave no indication that it was understood. Instead MJ bolted from the room so fast that a single puff of dust was left in her wake. Nguyen promptly leaned her head back on her chair and fell asleep.

MJ ran down the hallway, ignoring the stiffness in her joints and the pain in her wrist. After DeWolff had taken Spider-Man away, MJ had refused medical treatment, instead choosing to be escorted back home. She had quickly changed, washed the blood from her hands, reapplied the bandages on her wrist and rushed to the hospital where DeWolff claimed to have taken him. It had seemed to take ages for Nguyen to finally return to her office, where MJ had been waiting. But now her patience had finally paid off. A wide grin broke up her face as she grasped the doorknob to 125B and thrust the door open. Her grin slipped from her lips, fell from her face, and cracked on the floor when she saw that someone else had beaten her to Peter, yet again.

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A soft breeze blew across Peter's face, and for a moment he thought that he was web-swinging. He could vividly picture the moon above and the streets below. As he drifted past a skyscraper he reached out and brushed his fingertips along the smooth glass. It felt so real, so good. He wanted to cry when the vision suddenly disappeared with a harsh *click.*

His eyelids fluttered open and for a moment, he was convinced that he was dreaming again. There was a woman, a woman who had apparently just climbed through his window. After having shut the window, subsequently rousing him from his light slumber, she turned to face him. She was slim, battered, beaten, and broken. There were long rips in her suit and many small gashes on her face, covered haphazardly in adhesive bandages. Her cold blue eyes were ringed with small cuts and red skin, her short, dark hair was a mess, and she shifted uncomfortably for a moment, just watching him. She looked like she had been through hell and back again. She looked beautiful.

"Felicia." Peter breathed.
She jumped at his word, apparently believing him to still be unconscious, or worse.

"You should be asleep." Felicia whispered.

"I should be dead."

"No," she advanced on him. "Don't- don't say that."

"I was *harpooned*, Felicia. Where am I? Is this heaven?"

She gave a short laugh, loud and sad.

"You're at the hospital, Peter, you're safe now."

"Where's Mary-Jane."

"I don't know." She looked towards the window, biting her lip.

"What happened, after… the thing?" His hand twitched once. The bandages around his middle itched like crazy.

"Do you really want to talk about it now?" Felicia brought her eyes back to his face and reached out, gently brushing some hair from his forehead. It was getting long again. He sighed and grunted as he moved over slightly on the bed. She reached out and grabbed his wrist. "Where are you going, partner?"

"I'm not going anywhere, not anymore, I promise. I'm just," He patted the space next to him. "Making room."

"I'm glad you're okay, Felicia." He buried his nose in her hair. It was wet with sweat and something that smelt like rain. "I was worried."

"Huh," she snorted. "Is that so?"

"Yeah, it is."

Felicia pressed herself against him. He was cold and she tried to push some of her precious own heat into him.
"What happened," He pressed her again. "How did you get away? What happened to Venom and Doctor Connors?"

"Can't we just rest right now?" She did not want to have this conversation now. "You need to rest."

"Felicia," He slid away from her and further up the bed. "Tell me, right now."

She chewed her lip, considered lying, considered leaving. Then began:

"Venom is dead," She huffed, glaring at him. "DeWolff showed up with Electro and burnt him to a crisp. Your Lizard friend was taken by ERU's along with Mary-Jane. That's all I know, since I jumped ship when the fuzz showed up."

"Christ," Peter rubbed at his eyes. "They're going to lock up Connors. I need to talk to Martha. I need to see DeWolff too."

He scanned the room for his clothes and spotted his suit draped over a chair. Sitting up, he made to leave, but Felicia threw an arm over his chest.

"Peter, you aren't going anywhere right now. You…" She grabbed a fistful of his hospital gown. "You promised me."

"I- but Connors, and Flash… Felicia I can't just sit here."

"Yes, you can and you are."

"Peter, you aren't going anywhere right now. You…” She grabbed a fistful of his hospital gown. "You promised me."

"I- but Connors, and Flash… Felicia I can't just sit here."

"Yes, you can and you are."

He groaned half from frustration and half from the ache in his side. "You're not going anywhere."

He fumed silently for a minute, thinking of some excuse he could use to escape her grasp. He needed to get to Martha, find the cure to the Lizard formula, and get Connors out of Riker's. Not to mention, he needed to find out where MJ was, how Electro had ended up with DeWolff, and if Flash was truly dead. Sitting still just didn't feel like the right thing to do. He opened his mouth once more, but he never got to speak.

"I love you. I know that our… our fight wasn't you. It was the symbiote. " Felicia whispered against his neck. "I love you, and when I saw you get… get hurt back there. It hurt me, Peter. It hurt me a lot... I couldn't do without you."

His breath caught in his throat. Her words were so soft, so quiet that he almost didn't hear. Felicia was opening up to him, like she had only ever done before on the rarest of occasions. As far as he knew, no one else would have ever been allowed to hear her admit such a thing, that she 'couldn't do' without anyone. Peter had reached the unreachable; he had earned a level of trust with Felicia that hadn't seemed possible. Love was one thing, Peter had felt that from her before, but this was something else, something more.

"I need to tell her, Peter realized. I need to tell her right now."

He opened his mouth again as MJ burst through the door. She froze when she saw Peter and Felicia melted together on the small hospital bed.

"Oh hi, um- Peter! You're okay!" MJ rushed forward and threw her arms around him, literally breaking Peter and Felicia apart.

"MJ," Peter gasped. "You're touching my hole."

"What?!” MJ reared back, but kept her arms firmly locked around him.
"His wound," Felicia put a hand on MJ's shoulder and pushed her away. "You're pressing on his side."

"Oh! Sorry, Peter." She backed up and shot Felicia a look, before doing a double, then triple take. "Felicia? What happened to your face and why are you dressed like that?"

Peter and Felicia exchanged a look, waiting for the penny to drop. Slowly MJ's expression turned from one of confusion to one of realization. She covered her mouth with one hand and pointed with the other.

"Oh my god," She gasped. "You were that lady, with the hair and stuff. You're a superhero too?! Oh man, this makes so much sense."

"I'm not a superhero," Felicia rolled her eyes. "I'm like a… anti-hero, or something."

"What's your superhero name? How long have you been doing this? Do you guys team up a lot?" MJ looked between Felicia and Peter, expecting them to answer quickly.

"Look, MJ, could we not do this right now?" Peter smiled despite himself. "Once everything is sorted out, we can all sit down and talk, okay?"

"Oh, okay," MJ took in the couple's bedraggled state. "I mean, yeah, sure, totally." She gave a nervous laugh. She was really tired. "How are you feeling, Peter?"

"I'm good," He gingerly felt the bandages covering his side. Their hug hurt more than he cared to admit.

"Dr. Nguyen said that you're supposed to be resting," MJ cast another glance in Felicia's direction. "Not socializing."

Felicia bristled and Peter grabbed her hand, keeping a firm eye on MJ.

"I feel fine, I have an accelerated healing factor, remember? I was actually just about to head out."

"Like hell, you are." Both MJ and Felicia said in unison.

"But I need to find Martha and-"

"Peter," Felicia squeezed his hand. "We've already talked about this."

"I'll find Martha and Billy," MJ chimed in. "I'll make sure they're okay and I'll come back later."

"No!" Peter argued. "I mean, I need to talk to you." He glanced at Felicia. "Alone, just for a moment."

Felicia's face fell. Was he really about to kick her out so that he could talk to MJ? Surely not, after everything that had just happened.

"We can talk later, Tiger." MJ patted him on the shoulder and their eyes met.

"But-"

We need to talk now. We need to talk about what happened between us.

"I'm sorry." He blurted. "The symbiote made me do things." He let go of Felicia and reached for MJ. "Things that I didn't want to do, but-"
"Peter, I get it." MJ started towards the door, out of his reach. "Let's just… leave the past in the past. Everything is going to be okay, I promise."

"MJ, wait." Peter made to get up, but Felicia held him back again. The door opened, closed, and then she was gone.

He allowed himself to be pulled back onto the sheets, back onto Felicia. She was underneath him now, wrapping her thin arms around his chest.

"I'm sorry," He muttered. "Felicia, I'm sorry."

"It's okay, I understand."

"You do?"

"Yeah," She breathed on his neck. "The symbiote, you said it yourself, it was influencing you. I understand that."

"Oh."

"I understand," She closed her eyes. "I understand that I almost lost you back there. I don't want that to happen." After everything Felicia began to drift to sleep. "I almost lost you."

"Yeah," Peter looked to the closed door. "Almost."

MJ shut the door and leaned against the hard wood, squeezing her eyes shut. She had been stupid, just so very stupid. It seemed like every time she got around Peter recently, she' been making a fool of herself. There was just something about him that made her talk nonstop, ask stupid questions, have a hard time finding her breath. She had a good suspicion about what it was, and she wasn't very happy about it.

Of course it was the stupid symbiote. There's no actual chance that… We couldn't… Not with Felicia.

"I thought you'd broken up." She muttered to herself, making her way out of the hospital.

"There's time for drama later."

MJ shook her head free from any confusing love triangles and dubious intentions. Right now, she had a job to do. The problem was, she didn't have the slightest clue of where to find the remaining two-thirds of the Connors family.

Martha had gone to find help. She might be at the police station? Maybe DeWolff is with them now?

It was her best bet. She started heading towards the next bust stop, choosing to wait for public transport whether then risk walking. Thinking back, it probably would have been smart to except DeWolff's initial off for medical treatment. In the moment though, she had been too flustered and too high off adrenaline to think logically. Now her ankle throbbed painfully, matching the dull ache in her wrist. She would get herself checked out eventually, once everything was taken care of.

She mentally cursed herself for the umpteenth time for getting in that car wreck. Her abandoned motor bike had probably already been collected and stored in some mechanics depot. The plates would be scanned, her address picked out, and then an unforgiving message would be left on her
answering machine. That night would go down as one of the most expensive in MJ's life. Paying for the repairs, explaining to the cops why she had cheesed it, (hopefully DeWolff would help with that), and compensating that disgruntled taxi driver, were a few things approaching her in the not too distant future.

For the time being though, MJ counted her lucky stars. She was an optimist at heart, after all. Peter was alive and well, for the most part, Felicia had escaped relatively unscathed, and Venom was destroyed. Doctor Connors was a giant lizard, trapped in one of the most secure prisons on the planet, but at least Martha and Billy had gotten away safely.

And I'm alright, MJ got off the bus and ascended the front steps to the police station. I'm fine.

She burst into tears as soon as she saw Martha and Billy sitting on a bench just inside the front doors. Martha was on her feet and wrapping her arms around MJ, and the girl just kept crying. The tears just wouldn't seem to stop.

"Peter," MJ gasped and Martha's face fell. "He's alright, he's great."

Then they were both crying and Billy just sat there and watched the two of them. He was a good kid, always did what he was told, always just accepted the things that happened. One day that would change.

"Where is he?" Martha asked, still holding MJ to her chest.

"The hospital, he's with his girlfriend. They're both," MJ hid her face. "They're both good."

"Oh thank the lord," Martha gave a strangled laugh and grabbed MJ by the shoulders, holding her at arm’s length. 'I need you to do something for me, just one more thing."

"Sure," MJ wiped at her eyes. She was dead on her feet, not that she would ever admit it. "What do you need?"

"I need you to take Billy for me, just for a few days."

"What?!" she cast a glance over Martha's shoulder to the small boy. "Why?! Where are you going?"

"I've talked to the police captain. She's locked Curt up at Riker's. If I find a cure, like I did before, then she'll let him go." Martha clasped her hands as if she was in prayer. "I need you to watch Billy while I go to the lab. Curt was supposed to have destroyed the formula ages ago, but if he has any data left, that's where it will be."

"Martha, I can't take him. I've got work and school and other things."

"I'm out of options Mary-Jane, there's no one else and I can't have him at the lab. I need to work on the antidote for my husband. I'll barely have time to take care of myself, let alone my own son. MJ, I need you to do this."

"I…” MJ looked at Billy again. "I hate kids."

Martha gave another half laugh. She sounded crazy.

"It's just for a few days, I promise. I just need to dig up Curt's old work and reverse it, I've done it before."
"What about Peter? He can take Billy."

There was a moment of silence as Martha stared at MJ, wondering if she was being serious or not.

"Oh fine!" MJ threw her hands in the air. "But only for a few days, then I'm kicking him out on the street, whether you're done at the lab or not."

"A few days, that's all I ask." Martha retreated back to her son, preparing to break the news to him.

MJ crossed her arms and watched them converse quietly. It was the least she could do honestly, watching a small child for a few days was nothing compared to the hell she had brought down on their family. She had led Venom right to their doorstep, unknowingly of course, and would one day realize the extent of her blame. But for the moment she would perform this favor out of the kindness of her heart, and not for any sort of retribution.

There was a tap on her shoulder and when MJ turned to find the source of the disturbance, she nearly had a heart attack when she came face to face with a fully decked-out ERU.

"Excuse me ma'am, but are you that lady that was with Spider-Man?" He asked, adjusting the over-sized helmet resting on his head. The guy looked young, too young to be involved in military work.

"Uh, yeah." MJ fought hard to not roll her eyes. After participating in over twenty small plays in several hole-in-the-wall theaters, she finally got recognized for something completely unrelated to acting.

"Are you like his girlfriend or something?"

"That's a little bit of a forward question, don't you think?"

"So you are?"

"No," MJ looked away already sick of the conversation. "No, I am not."

"Well then," The ERU attempted to lean against the wall, not an easy task with his massive shoulder pads. "Are you looking for a boyfriend?" He shot her a wink.

MJ burst out laughing, taking more than a little pleasure as the man's face faltered slightly.

"No, I recently broke up with someone." She finally gasped, thinking of Eddie. "But I'll be sure to keep you in mind."

"Sure thing, Red." He grinned at her. "Just remember, I'm your type."

"I highly doubt that." MJ stepped away from him, walking over towards Martha. "I know my type," She added under her breath. "I need someone who… would take a bullet for me."

The door opened and the two men sitting around the ridiculously long table stood up to greet the newcomer.

"Christ on a bike, Osborn, what happened to your face?" Hammerhead asked.

"That's none of your concern," Osborn moved quickly, sitting his briefcase on the table, and then sitting himself in the head chair. "Let's hurry this up, gentlemen. I'm a very busy man. Now, what have you got for me?"
The men took their seats again and Hammerhead adjusted his glasses, gesturing to the man sitting to his left. Dmitri Smerdyakov nodded to him and coughed once, before standing up yet again.

"Everything is in place, according to your specifications." Smerdyakov spoke in his thick Russian accent. "Speed Demon and I will go tonight and rescue Doctor Octavius from Riker's island. I will take his place to avoid arousing any suspicions of his escape and I will be released along with the rest of the inmates once the city is under our control."

"Good," Osborn nodded. "And what else?"

Hammerhead spoke up. After the Kingpin's death at the hands of the Black Cat, he had been forced to take over much of the Fisk criminal empire.

"I've already got a lab set up near the docks and a few volunteers for the program. Everything is ready for Octavius's arrival." Hammerhead said.

"Excellent, then we have nothing further to discuss." Osborn reached for his briefcase, clicking open the locks.

"Sir, I have a concern," Chameleon tapped the table for attention. "Once Spider-Man is dead and the city is ours, then we go after the Black Cat, correct?"

"That petty burglar is none of my concern," Osborn did not look up from his case. "Nor will the city be ours. I don't want anything to do with what you have planned after Spider-Man is gone. As long as you keep up your end of the bargain, then I don't care what you do to the city."

Chameleon smirked. He was currently wearing a new mask. It gave him the appearance of an older man, a less threatening man. He was currently in hiding, having escaped from prison shortly after his incarceration by Spider-Man, following his encounter with the Black Cat. Now they were both on his list.

"We could avoid all of this drama if you just told us who the bug was," Hammerhead voiced his opinion. "We know that you know. Another course of action is starting to become more and more appealing to me, a course where we beat the name out of you."

"Lay one hand on me, Hammerhead, and my father's plans are lost," Osborn tapped his precious case once more. "And then your domination plans will be worthless. If you do as your told, Spider-Man will fall along with the city, regardless if you know his true identity or not."

Hammerhead grimaced. He disliked the kid and his secrets. He was almost as bad as his father. The new kingpin of crime could understand the desire to keep your cards close to your chest, but dragging things out by hiding Spider-Man's identity just seemed like a waste of time.

"So," Osborn examined each of his partners in turn. "If there aren't any more topics to discuss..." He paused, but no one spoke up again. "Let's get to work." He flipped his briefcase open.

END OF I BELIEVED THEM ALL

Chapter End Notes

Thanks to those who continue to read this story. I don't know when the next update will be, but rest assured the rest will come one day.
Thanks for reading,
Mike

Please drop by the archive and comment to let the author know if you enjoyed their work!