The Spectacular Spider-Squad
by John_Quixote

Summary

Peter, Mary Jane, and Gwen are Spider-Man, Scarlet Spider, and Spider-Woman: New York's very own Spectacular Spider-Squad! This is their origin story.
A new year! ...Yeah, I know, I know. It's cliché at times like these to talk about fresh starts and new beginnings, but even still, I can't help it. Everything is different now. The world is a different place. When that bell rings again and we're all back in school—our junior year already, can you believe it? —there's only going to be one thing on everybody's mind. One thing that the entire school won't be able to stop talking about. And honestly? I'm kind of relieved that (for once) it won't be me—or should I say, my wall-crawling, web-slinging alter-ego.

Okay, maybe I'm getting a little bit ahead of myself here. Yep, this is Peter Parker telling the story. The Amazing, Spectacular, Friendly Neighborhood... well, you know. Or else you wouldn't be here, am I right? Unless you didn't know, in which case... uh, maybe I'd better explain anyway.

You see, last year, our science class went on a field-trip to Dr. Curt Connors' lab over at ESU. I got bit by a... well, the point is, I wound up with spider powers. And I had to learn the hard way that great power comes with great responsibility. So, ever since, I've put on a costume, a mask, and I've been Spider-Man.

At first, it was just petty thugs and common criminals. Muggers, stick-ups, the occasional heist. Against the likes of me, ordinary crooks didn't stand a chance—even longtime professionals like that creep Flint Marko and his dopey partner Alex O'Hirn. Okay, so maybe the Enforcers gave me a run for my money, but that was to be expected. After all, they worked for New York City's top crime-lords, guys like Hammerhead and Tombstone, mooks I would have given just about anything to pin down and haul in.

Then the bad guys started upping the ante. In retrospect, I really should have seen it coming.

Oh, sure, it was kind of cute to begin with. I mean, what was little Herman Schultz thinking? The "Shocker"? Pretty pathetic, right? But that was just the start of it. Super-villains started coming out of the woodwork after that. Marko got himself powers, uh, somehow, and now he's the Sandman. O'Hirn went and grafted himself into this big mechanical battle-suit-type-thingy (again, somehow... I mean, who is paying for all of this to happen?) and goes by "Rhino" these days. Vulture, Doc Ock, Mysterio, Electro, Kraven, Black Cat... okay, well maybe Black Cat doesn't really count as a super-villain, I mean we even team up sometimes, and just because she can lay one kiss on me and I forget that she's trying to make off with whatever loot she's... ahem... where was I? Right. Super-villains.

One by one, they've shown up on the New York crime scene, as if out of nowhere. And one-by-one, I put 'em all away. Even when they all broke out together and teamed up as the "Sinister Six" (oooh, scary name), they couldn't stand up to yours truly and my web-slinging kung-fu action!

No, the only two villains that ever really terrified me were Venom and the Green Goblin. Venom because he knew who I was under the mask, knew who my loved ones were; and the Goblin because nobody could figure out who he was under his mask. At least, not for a long, long time.

Who would have ever imagined that the Green Goblin was Norman Osborn? I mean, okay, sure, he always gave me the heebie-jeebies whenever we were in the same room together, but still... he was Harry's dad. We fought, and he just sort of... what I mean is, I'm pretty sure he was trying to kill me. I'm pretty sure I wasn't trying to kill him. But Osborn... he got blasted to bits by one of his own pumpkin grenades, and now... ah, jeez. Harry, I'm so sorry, and I can't even tell you the truth about what happened.

Harry, you have every right to blame Spider-Man. To blame me.
Crap, that turned dark pretty quick. What was I going to…? Oh, right, right. So anyway, that's all kind of… old news since the summer. While school was out… you're just never going to believe it… I mean, I was in the thick of everything and sometimes I don't.

While school was on summer break, aliens invaded New York.

I mean, how cool is that, right? This funky portal thing opens up over Stark Tower, and all of the sudden these Chitauri, uh, things start pouring out of the sky. Waves and waves of them. I tried to help out where I could, to keep people safe. The Fantastic Four were around somewhere, doing the same thing. But everybody's talking about the new heroes in New York. Well, most of them are new; I mean, Captain America is what you'd politely call a "classic" super-hero. But the rest of them: Iron Man, Hulk, Thor, those other two without the powers… I think they're SHIELD agents maybe? Anyway, it was the team-up of the century. They really knocked it out of the park, especially Iron Man for closing that portal thingy down.

Tony Stark is so cool. He's like… my hero. Imagine that, Spider-Man's hero.

Ever since the Avengers came together, crime in New York has been way, way down. Yeah, okay, so they're pretty much the big leagues and only really interested in saving the world. Let's face it, you'd never see Thor show up and stop a mugger, right? But now the regular crooks are scared witless, which makes my job that much easier. There just haven't been all that many attempted robberies lately.

On the downside, it means fewer Spidey photos for me to sell to Jameson at the Bugle. But on the plus side, I might just make it to a date on time.

You know, hypothetically. If I had a girlfriend. Which I do not. Because I'm a chicken. A super-powered chicken with the proportional strength of a spider. But I can't ever let on about that. I have to keep letting nitwits like Flash and Kong pick on me, even though I could clean their respective clocks in two milliseconds flat. Speaking of which…

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Peter's spider-sense was tingling. Since he was, at present, leaning into his unkempt mess of a locker and looking for his chemistry book, that could only mean one thing. Not super-villains. Not danger. Just a couple of plain old-fashioned jerks.

The kick connected solidly with his backside. It wasn't swift, but it was powerful. Thus, before the bully behind him even uttered the cry, "Gooooaaaaaallll!", Peter knew who it was: Kenny "King Kong" McFarlane, pliable sidekick to the big man on Midtown High's campus, Eugene "Flash" Thompson. Inwardly, Peter sighed. A kick from Kenny couldn't really hurt him, not anymore. But he had to play the victim. So, spinning to the floor as awkwardly as he could manage, Peter screamed in "surprise", grabbed his butt, and made pitiful noises of pain. "Ow, jeez, why did you do that?" he griped. Looking up, he saw Flash and Kong standing over him, on the verge of hysterics.

"Duh," said Kong. "You were right there. Made it way too tempting."

"Welcome back to Midtown," jeered Flash, "Puny Parker."

The pair of jocks sauntered off, laughing loudly together the whole way down the hall. Peter, largely ignored by the other students in the hallway, collected his books and stood up, glaring after them. Tah-dah… acting! Nobody who sees that on a regular basis would ever suspect that “Puny” Parker has powers. It could almost make a guy with a secret identity to hide thankful for all the bullying. … On second thought, nah.
"Hey Peter… look who's back!"

Peter spun around and saw his two best friends coming towards him. The one who had spoken was no surprise: after all, they were next-door neighbors. They’d spent plenty of time together over the summer, hanging out (much to Peter's chagrin) as "just friends". Mary Jane Watson. Gorgeous redhead, aspiring actress, good student and yet somehow still in with the cheerleaders and the rest of the popular clique… funny how none of that popularity had ever managed to rub off onto Peter. But then again, MJ caught plenty of flak from the likes of Liz Allan and Sally Avril for even deigning to speak with Peter. In spite of that, she remained friends with… well, just about everybody, now that Peter thought about it; it was just one more thing that he admired in her.

It was MJ's companion who was the sight for sore eyes. "Harry," said Peter with a mile-wide grin. "You never write, you never call…"

Harry Osborn shrugged sheepishly and said, "Yeah, yeah, I know. I just sort of disappeared on you guys all summer. But after my dad… I mean… with the whole… uh, the…"

Peter recognized that Harry was leaving the words unsaid. The world now knew that the late Norman Osborn had been a super-villain. The Green Goblin. Peter didn't think he could bring himself to say it out loud. "After the funeral," he supplied.

"Yeah," mumbled Harry. "After that… my dad's personal assistant—you remember Donald Menken? Sure you do—he's in charge of my trust fund until I turn eighteen. Which means he's also running Oscorp, at least for now. But anyway, Menken said that it might be best if I stayed out of sight for a little while, you know, until everything died down in the press."

"So where did you go?" asked Peter. He glanced over at MJ. The way she was grinning, Harry must have already told her. So it was something good, then. That made Peter feel a little better, for Harry's sake.

"Uh, I kind of toured around Europe for a while. You know, the major sights: London, Paris, Rome. If the board of directors at Oscorp hadn't been in such a hurry to get rid of me, I would've invited both of you to come along, but there just wasn't time…"

"So did you have a good time?" prompted MJ.

Her grin was infectious; Harry returned it. "You know it! Went to some wild parties, met a few girls… nothing serious, of course." He trained his eyes on Mary Jane and added, little more seriously, "MJ, you would've loved Pairs—"

Peter coughed. "Ahem. Uh, so… bell's about to ring. Did you guys get the same chem period as me?"

"I think we did," said MJ. "Let's head on over." Then, of a sudden, she embraced Harry and planted a kiss on his cheek. "Good to have you back, Harry."

"Yeah," said Peter, slapping his friend lightly on the back. "I've got a feeling this is going to be a great year."

Harry looked from MJ on his right to Pete on his left and threw his arms around both of them. "God, I missed you guys!"

The trio of friends, nigh-inseparable since grade-school and now together again, made their way down the hall to the chemistry lab.
During the lunch recess at Midtown High, it was typical for students to hang out on the blacktopped yard outside, behind the school building. There were picnic tables near the door (usually dominated by the jocks and the cheerleaders), a few basketball hoops that lined the chain-link fence surrounding most of the yard, and the old bleachers and scoreboard just beyond that. This was where Pete, Harry, and MJ were inclined to hang out and eat lunch most days.

Back when they were freshmen, they'd had a fourth member in their little party: Eddie Brock, Jr. The big brother that none of them had ever really had. For that one blessed, happy year, Peter and Harry had enjoyed the protection of a senior, which kept the bullying to a minimum. When Eddie was around, Flash and Kong were powerless to torment their favorite victims. But then Eddie had graduated and gone off to ESU, and that was that. To Peter, it seemed like a lifetime ago. And that had been before the whole "Venom" thing happened… now Eddie was locked away in some mental institution somewhere, his mind torn asunder by the forcible separation from his symbiotic suit. Yet another destroyed loved-one for Pete to feel guilty about.

"Yo," said Harry. "Earth to Pete."

Peter looked up from his tray of cafeteria macaroni. "Uh… what?"

"Harry said that he wants to ask you a question," said MJ.

"Uh… okay, shoot."

"I wanted to ask," said Harry, letting his voice trail a bit, "…do you still take pictures for the Bugle? Pictures of… You-Know-Who?"

Peter blinked. "…Voldemort?"


Peter paused for a long while. There was a subtle anger in Harry's voice. So it was true then: he still blamed Spider-Man for his father's death. Finally, Peter said, "Yeah. Sometimes. He doesn't show up as much as he used to, though."

"Why do you suppose that is?" asked MJ thoughtfully.

"Well, you know, all the other super-heroes running around these days," said Peter. "Spidey probably just isn't needed as much as he used to be."

"Heroes," Harry scoffed. "A hero wouldn't have killed my dad. A hero would have found a way to help him."

Peter swallowed. He was about to say something that he didn't entirely believe, but that (he felt) Harry needed to hear. "Listen… Harry. Those of us who knew your dad… Mr. Osborn wasn't in his right mind. He was drugging himself with that stuff, so he can't really be held responsible—"

"I know," said Harry, cutting Peter off. "Oscorp Industries' Performance Enhancer, formula double-oh-gee. My dad used to brag about it. Said it would be his 'greatest invention'. But if he invented it, how can he not be responsible for it?"

"Maybe we should talk about something else—" said MJ.

"Maybe I don't want to talk about something else," snapped Harry. "I know it's out of the news now.
Now everything is aliens and Norse gods and Captain America."

"Don't forget Iron Man," said Peter.

Harry and MJ both glared. Peter snapped his mouth shut.

"I just… I don't know what to believe," said Harry, his voice small and quiet now. "My dad was a crackpot. He killed people. But then Spider-Man, everybody's hero, turned around and did the same thing to him. Peter… how do you find him?"

"I… uh… I don't," said Peter. "Not really. I just follow trouble, try to take some pictures of it, and he shows up. Sometimes."

"So you don't have any idea who he is?" asked Harry.

At that, Peter laughed. It was forced, but it was the only appropriate reaction. "If I knew who Spider-Man was, would I still be freelancing for the Bugle and interning at Doc Connors' lab? Come on, Harry. If I got a scoop like that, J.J. would set me up for life!"

MJ, perceptive as always, leaned in close to Harry and asked, "What's this really about?"

"It's just that… I wasn't there. I don't really know what happened. I want to know the truth about—"

"Oof!" Harry was cut off when Peter grunted. A football had come flying from the crowd on the blacktop, right at Peter. His reflexes had allowed him to move his lunch tray out of the way, but that just let the football to strike him right in the stomach.

"Pete!" shouted MJ. "Are you okay?"

Peter pretended to catch his breath. "Yeah… yeah… only thing hurt is my pride."

Seconds later, sure enough, Flash Thompson came running over to the bleachers to collect the ball. "What's the matter, Parker? Didn't hear me shout 'go long'?"

Kenny, a few other football players, and a handful of cheerleaders were soon there behind Thompson, laughing it up.

Mary Jane rolled her eyes. "Flash, when are you ever going to grow up?"

Flash grinned, put one leg up on the bleachers and said, "Maybe you can make a man out of me, beautiful."

"Aw, you're saving yourself for 'the one'," quipped Peter, "how sweet."

"Nobody asked you," said Flash, laying a hand on Pete's shoulder and shoving him down.

"Leave him alone, Thompson," said Harry, standing up, fire in his eyes.

"Uh-oh," laughed Kong over Flash's shoulder, "Little Goblin Junior's gonna get you."

The jock and cheerleader crowd broke out into raucous laughter at Kenny's joke; then, as a group, they broke away from the bleachers and went off to torment someone else. Harry Osborn remained standing, fists clenched, fuming. Before the crowd was entirely gone, though, Liz Allan paused, turned, and went up to Mary Jane. "Sorry about that. Sometimes I wonder why I hang out with them."
"Yeah, I wonder that too," said MJ. "Why do you?"

Liz shrugged. "It's just what we're… supposed to do, I guess. Say, will I see you at the mall after school? That is, if Brainy Jane isn't too busy studying tonight?"

"God," said MJ, rolling her eyes again, "I haven't been called that since middle school! Liz, it's the first day, there's nothing to study yet."

"All right, then I guess I'll see you there. Petey, Harry, are you gonna…? …Uh-oh."

All eyes turned in the direction that Liz was staring. Leaning up against the chain-link fence, cycling through songs on an .mp3 player, was a girl about their age that none of them had seen in school before. She had long, blonde hair held back by a black headband, icy blue eyes, and wore a cut-off tank-top with some death-metal band's logo sprayed onto it. In that moment, she looked up and saw the small group on the bleachers looking back on her. She grinned, placed the music player in the pocket of her torn and tattered bluejeans, and started walking over.

"Uh, Liz?" asked Peter. "What makes you say 'uh-oh'?"

"The new girl," answered Liz. "I don't know her name, but I heard she's some kind of psycho-chick. Got kicked out of her old school for trying to burn it down."

"Oh, come on," said Harry. "That's an old urban legend. We hear it every year."

"Yeah, well I ain't taking no chances," said Liz. Without another word, she scurried off after the rest of her clique.

The new girl approached the bleachers, sat down near Peter, and removed her ear-buds. "I take it that was the 'popular' crowd that just wandered by to give you some grief?"

"You could say that," said Pete. "It's not that we're exactly unpopular, it's just that… ah, who am I kidding? Yes it absolutely is."

"Good," said the new girl. "Then you're so my kind of people. And for record," she added, looking poignantly at Harry, "I wasn't trying to burn down my old school. It just sort of happened. Kind of by accident. And anyway, it wasn't the whole school, just one room. More of a closet really."

Harry swallowed and cleared his throat. "Uh… okay. Have we, uh… I mean, I'm Harry Osborn. This is Peter Parker, and Mary Jane Watson. Nice to meet you…?"

"The name's Gwen," she replied, exuding confidence. "Gwen Stacy—and I'm your new best friend."
There was a time when I thought Tombstone was New York's Big Man of Crime. Tombstone… the better-known alias of the esteemed Mr. L. Thompson Lincoln: businessman, philanthropist, influential and upstanding citizen. All smug and secure sitting up in his penthouse office, all the while secretly profiting from every little scheme and racket going on the city. There was a time when I thought that Lincoln was public enemy number one. And all the while, I was having the wool pulled over my eyes like a clueless chump.

Tombstone was the real Big Man's number two, another conveniently positioned patsy keeping all of us misdirected while the Houdini behind the curtain pulled the strings. Another step removed between the actual crooks committing the crimes and the guy on top getting his cut from every last little operation. You can only imagine my shock when I found out that the real Big Man was actually Frederick Foswell.

I mean, I knew Foswell. And not as Spider-Man; as Peter Parker. He worked for the Bugle. One of Jameson's top reporters, even. Years ago, he broke the story that brought down New York's original crime boss, Silvio Manfredi—Silvermane. I respected him, a lot. I had thought that he was a relentless investigator, trying to expose criminal activity to the light of day. When all he'd really been doing all this time was snuffing out the competition.

After I found out the truth, I exposed Foswell (as Spider-Man, of course—it would be too dangerous for Peter Parker to get mixed up with crime bosses). I though the police would take him in, but it didn't work out that way. He slipped away; disappeared. For all I know, he's still out there, ruling the underworld of New York from the shadows.

At least Jameson fired him from the Bugle after the truth came out. Not that that's worth much in the grand scheme of things.

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"It's been bugging me all day," said Mary Jane to Gwen, "but I finally just remembered where I heard your name before." MJ, Gwen, Harry, and Peter all sat around a table at the food court in Midtown Mall. On all sides, throngs of students walked by, laughed, chatted, shouted. One kid on a skateboard sailed through the crowd, waving people out of his way while a pair of mall cops huffed and heaved and tried to keep up long enough to chase the little punk down.

Gwen paused momentarily from cheering on the skateboarder to answer MJ. "Oh? Does my reputation precede me at Midtown High?"

MJ shook her head. "No, it was earlier today. Mr. DePalma called your name in chemistry, but you weren't in class."

"Pff, chemistry?" chuckled Gwen. "I could do it in my sleep. It's… kinda my thing."

"Same with Pete," said Harry, elbowing his friend good-naturedly. "He's a regular science-whiz."

"Is that so?" said Gwen.

Peter shrugged and said, "It must run in the blood. My dad was a biochemist. As a matter of fact," he added, elbowing Harry right back, "both our dads were chemists."

Harry sighed and stared down at his lap. "'Were' being the operative word there."
"Peter…" said MJ, shaking her head.

Peter smacked himself on the forehead. "Oh, jeez… Harry, I'm sorry. I went and stuck my foot in it again…"

Gwen frowned at the awkward silence that had fallen over their table. "So I take it that... both of your dads are..."

MJ took Gwen aside and whispered, "Harry only just lost his father a couple months ago."

Gwen looked up at Harry and said, "Bummer."

"Yeah," said Harry with a nod. "It is." Then he smiled and said, "But anyway, the point I was trying to make is, you and Pete probably have a lot in common. Pete almost blew up our school's chemistry lab once too."

Peter and MJ both glared at Harry, but Gwen laughed aloud. "I knew I liked you, Osborn. You're —" Then her eyes opened up like saucers, and she grinned a mile wide. "Wait a minute... Osborn... and your dad was a chemist... you're not...?"

Harry sighed again. "Guilty as charged. My dad was Norman Osborn."


Harry just nodded.

Gwen narrowed her eyes at Peter. "Now that I think about it, your name sounds familiar too. You wouldn't happen to be the Peter Parker, who takes the pictures of all the super-heroes and bad guys?"

Peter shrugged. "The one and only," he said, reaching into his backpack and retrieving his camera. He set it on the table, letting the presence of that piece of equipment attest to the fact.

"Then you're both, like, neck-deep in this super-people thing that's suddenly all over New York!" said Gwen. "How cool is that! Oh, but I should've known. My dad's mentioned running into you once or twice. Said you were pretty brave, chasing after lunatics for the sake of a few pictures."

"Your... dad...?" asked Peter. Then it was his turn to have a wide-eyed revelation. "Your dad is Captain George Stacy?"

Gwen nodded. "You put that together pretty quick."

Peter coughed nervously. He'd only run to Captain Stacy once or twice as "Peter Parker" (but apparently, that had been enough to leave an impression on the good captain). He knew the man much better through his Spider-Man persona. Stacy was usually on the scene whenever any major crime-related incident went down in the city. More than once, they'd pooled their respective talents to take on organized crime in New York. Stacy was one of the few high-ranking cops who had always trusted Spidey and treated him as a hero, not a menace; and for that, Pete was exceedingly grateful.

"Yeah, we've met," he said at last. "He seemed like a pretty cool guy to me." Honestly, as far as Peter was concerned, that was quite the understatement.

With a shrug, Gwen said, "Must only seem that way if you don't have to live with him."

Meanwhile, Mary Jane had been scanning the crowds, trying to spot Liz. It was then that they saw each other. Liz Allan came onto the food court, accompanied by two other Midtown cheerleaders, Sally Avril and Glory Grant, as well as Flash Thompson and Kong McFarlane. Liz stood on her
tiptoes and waved at MJ, who waved back from the table.

Pete looked over his shoulder and saw his longtime tormentors approaching. "Oh, great."

"Relax, Pete," said Harry. "This is the mall, not school. What can Flash and Kong possibly do to us here?"

"All kinds of fun things," said Flash, grabbing Pete with one arm and giving him a dire noogie with the other. "There's the classics, like noogies, wedgies…"

"Swirlies are fun too," chuckled Kong. "Say, anybody need to use the bathroom?"

Their japing was interrupted by the loud scrape of Gwen pushing her seat back and standing up from the table. Click-snap… click-snap… click-snap… all eyes fell upon the new girl, who stood there calmly, flicking a zippo lighter open and shut. "Leave him alone," said Gwen evenly, never taking her eyes off of Flash, "before I feel the urge to light someone on fire."

Every jaw around that table dropped. Sally audibly whispered, "Psycho…" Nobody else said a peep, or moved, until Flash silently grabbed Kong by the arm, and the two of them backed away and left in silence.

"That…" stammered Peter, "was the coolest thing I've seen since the aliens attacked."

"No sweat," said Gwen, sitting back down and taking a long pull from her soda.

"So Flash Thompson is vulnerable to the 'crazy eyes'," said Harry. "Who knew?"

"Yeah… as fun as all that was, it's time for us to go," said Liz. She now grabbed MJ by the arm, to pull her away from the others. "Come on, MJ, let's hit the Gap and try on tops or something."

"Just a sec," said MJ. Turning to Harry and Pete, she said, "Catch up with you later?"

"You know it," said Harry.

"In fact," said Peter, suddenly brimming with uncharacteristic confidence, "let's meet for dinner, MJ. How about pizza at Giorgio's tonight? My treat."

"Peter Parker, are you asking me out on a date?"

Harry Osborn's jaw dropped. Never in a million years did he imagine that Pete would work up the nerve. Don't tell me I've gone and missed my chance, he thought. Don't chicken out. Don't chicken out. Don't chicken out. Suddenly, a tiny voice in the back of his head whispered something wise. It was the voice of his Uncle Ben. Courage, son. Be a man. "Yes," he announced. "Yes, I am. Say… eight o'clock?"

"All right," said MJ, her face glowing with elation. "It's a date. See you tonight, Tiger."

Before another word could be uttered, Liz and Sally and Glory had pulled Mary Jane away. Peter clenched his fists, sprung away from the table, and leapt two feet into the air. "YES!"

"Whoa there, 'Tiger'," said Gwen. "I take it this is something you've been wanting to do for a while?"

"Only since grade school," said Peter, steadying himself and sitting back down.
"Way to go, bro," said Harry with half-mustered enthusiasm. "It sure took you long enough."

Before Pete could reply to that, a rumbling vibration rocked the whole mall, causing shoppers and loitering youth all around to gasp in shock and confusion. *No spider-sense,* thought Pete. *Whatever's going on must be some distance away.* Snatching up his camera, he said, "Whatever that is, I'd better go check it out. Jameson—"

"We know, we know," said Harry, waving Peter off. "Ol' fuzz-face is going to want pictures. Go on, buddy: you're officially excused."

"Thanks, Harry. And Gwen, seriously, thanks. You know, for handling Flash—"

"Like I said, no sweat. And, hey, if you run into my dad again, tell him I said 'hi', and that I've only had to threaten two people on my first day at the new school."

Peter grinned at that. As he turned and ran off, Harry shouted after him, "Just make sure you don't forget about MJ! If you stand her up tonight, I'll be waiting in the wings to take her out myself!"

Whether Harry was serious or not didn't really matter; Peter was already too far away to hear.

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*Web-slinging beats a taxi every time,* thought Peter, now costumed as New York's friendly neighborhood Spider-Man. *Plus, web-fluid is cheaper than cab-fare. Not by much, but I'll bet it adds up over time. Hopefully enough to take MJ out for pizza.*

Swinging high on a web-line, Peter let go and sailed freely into the air in a tall, graceful arc before landing atop a skyscraper. He was poised across the street from where a billowing column of smoke rose into the sky… right above Lower Manhattan's First Bank of New York. *A broad-daylight bank robbery? Jeez, I wonder what kind of numbskulls would be pulling a stunt like this.*

Peering over the side of the building, Spidey saw that a couple dozen police cars had already formed a picket around the bank. Then a pair of familiar-looking shock-waves blasted into one of the cars, turning it over and sending officers running. *Well, that answers my question. The Shocker. What a… er, shocker.* After taking a moment to web his camera to the side of the building and angle it down at the street, he dove down and fired another web-line to slow his descent. *Thank you, automatic camera with high-res telephoto lens!*

Spidey hit the ground next to the trenchcoated police captain in charge. "Captain Stacy."

"Spider-Man. Glad you could make it: we're a little out of our depth here." George Stacy was middle-aged, with white-blonde hair and the same stone-cold, blue-eyed gaze as Gwen. Peter could definitely see the resemblance now.

"Out of your depth… with Shocker?" asked Spidey incredulously.

"Schultz brought backup," said Stacy. "He's got O'Hirn with him."

"The Rhino?" groaned Spidey. "What are they even doing out of jail?"

"Lincoln's lawyers got 'em off on some kind of technicality," muttered Stacy. "But even if we can't pin this heist on Tombstone himself, at least it violates Schultz and O'Hirn's parole. Assuming we can bring them both in again."

"I'm on it, chief," said Spidey. Jumping over the captain's car, he sprang into action.
"You pigs don't seem to remember who you're dealing with!" shouted Shocker, his voice characteristically deep and raspy, as he blasted another squad-car and sent more policemen ducking for cover. "I'm not some two-bit thug; I'm the Shocker!"

"Oh, Hermy, Hermy, Hermy… why does your mommy keep letting you play with those dangerous toys? You'll put someone's eye out."

"Heh. I was wondering when you'd show up, bug-boy. Let's start with putting your lights out!" And so began an oft-repeated dance of the Shocker firing his blasters wildly while Spidey deftly dodged this way and that, untouchable, getting ever-closer to the increasingly desperate crook in the silly black-and-yellow mask…

Spider-sense… Rhino! Acting purely on instinct, Peter jumped straight into the air. He had gotten to within three feet of Shocker before the Rhino had come charging out of nowhere, rushing to impale Spidey on the huge steel horn atop his mechanized helmet. "Aw, shucks," muttered Rhino, skidding to a halt as Spidey sprang out of the way. "I almost had him."

"You almost had me, you dolt!" griped Shocker. "Don't let it come that close again! You know how the Spider likes to fool with us."

"Yeah… yeah, sure," said Rhino, turning around and stamping a thick, armored foot on the pavement. "I'll be real careful wit' youse both."

"I should hate myself for the cliché I'm about to use," said Spider-Man, "but… toro, toro!" He taunted loudly and stood ready, muscles taut, waiting to dodge again. Surely the Rhino would take the bait.

"Yeah, real funny," said Rhino, putting an arm to the ground like a linebacker ready to charge. "You need new material, kid." Then, with a roar, he ran straight at Spidey again.

"And you need new moves," said Spidey, leaping straight up and turning a hand-spring off Rhino's horn. The Rhino skidded and turned again, his metal-covered feet grinding groves into the cement.

Shocker didn't waste the opportunity: while Spider-Man was in the air, he fired blast after blast, but Pete threw out a web-line and snapped himself out of the way. At this point, Pete figured that he had two options. He could spank Shocker now and then find some way to deal with Rhino… or…

Landing on the pavement between them, he called, "Hey, Herman! Think you can actually hit me, or should I find you some broad sides of barns to practice on?"

Shocker sputtered and charged his blasters. "Rhino!" he shouted. "Get clear!" But no matter which way O'Hirn moved, Spidey put himself directly between the two villains.

"Say," said Spidey, "I wonder just how long you can keep those whatchamahoozits of yours all over-charged and ready to fire like that. Think they might overload soon?"

Shocker growled something indistinct.

Come on, thought Peter. Fire those things. Zap Rhino for me and take him out of the fight. But Shocker held his fire, knowing full well what Peter's intentions were. Well, crap. I guess we have to do this the hard way. "Now what happens if I do this?" he asked aloud, firing a mass of webbing right at Shocker's hands.
Everything came to a halt. Rhino and Spidey both stood still as the Shocker looked down at his webbed-up blasters, crackling with unspent energy. Shocker looked up at Spider-Man and said evenly, "I hate you. So much."

Peter waved bye-bye as the Shocker's blasters exploded, the force of the blast sending him flying straight backwards and into the marble wall of the bank. Then Peter turned around and faced the Rhino. "Just you and me now, Chucky. What do you think your odds are?"

O'Hirn sighed and activated the release that opened up his battle-suit. Seconds later, Captain Stacy and a dozen of NYPD's finest were rushing up behind Spider-Man, guns trained on the perp. Stacy shouted through a megaphone, "It's all over, O'Hirn. Come on out of the… uh, rhinoceros with your hands up."

Schultz and O'Hirn were cuffed now, with Stacy reading them their rights as they were led toward a squad car. Spider-Man sat crouched on top of the car, watching them carefully. The Shocker, now unmasked, glared up at Spider-Man but remained silent while an officer guided his head down and into the backseat of the vehicle.

"O'Hirn," said Spidey. "A word."

O'Hirn looked up, a blank stare on his face.

"I know that Foswell was behind this. Where is he?"

"Heh. I don't know what you're talking about."

"Don't you?" asked Spidey. "Surely you know that Frederick Foswell is the real Big Man."

O'Hirn shrugged. "Even if that were true, and I ain't sayin' it is, even I wouldn't be dumb enough to cross the Big Man."

"Then I'm only going to say this once," said Spider-Man, leaping down to the ground and standing tall. He poked O'Hirn in the chest and said, "I don't care how big the Big Man is. I'm going to bring him down. One way or another."

The Rhino just threw his head back and laughed. "Yeah, right. And I'm the Green Goblin." As he ducked into the back of the squad car, he taunted, "See you in a couple of weeks, web-head. You know, after my next parole hearing."

"Besides," muttered O'Hirn, "it's Tombstone that gives the real orders these days anyway."

Next to Rhino in the back of the car, the Shocker's eyes widened. "Button your lip, you moron!"

Rhino paled. "Me and my big mouth…"

As the car door slammed shut and the squad car pulled away, Spider-Man and Captain Stacy stared after it, open-mouthed. Spidey asked, "Was that…?"

"Probable cause," said Stacy, pulling out his cell phone and dialing the courthouse. "I'll have a warrant in two shakes. Maybe we can't pin down Foswell, but we can cripple his operations if we bring Lincoln in. Want to come along?"
"Do I ever!" said Spider-Man.

His date with Mary Jane was now two hours away, and he had already forgotten all about it.
Confession

Mary Jane Watson. Hoo-boy… where do I even begin? Stop me if you've heard all this before, but she's the girl I've been in love with since before I even knew I liked girls. She moved in next door when I was, I think, six years old, so I've known her almost as long as I've known Eddie. Longer than we've known Harry, anyway. Aunt May likes to tell this silly story, that when I first laid eyes on MJ, I asked if she was angel. I know… ridiculous, right?

Ridiculous and adorable, if I do say so myself. Hey, give me a break, I was six.

The point is, there's never really been anyone else. Sure, Liz is cute and Gwen is all kinds of cool, but MJ… I'm seriously in love with her. Like, we're-only-sixteen-but-I'm-already-pretty-sure-she's-the-girl-I-want-to-marry in love. If only I could figure out how to tell her that without sounding pathetic. And desperate. And pathetically desperate.

Well, okay… maybe there is one other girl I'd consider going out with. You know, if she weren't a dirty rotten crook. I mean, I've only ever run into the Black Cat… what, three, maybe four times, tops? And I've already been to first base with her, which is further than I've ever gotten with pretty much anyone else, ever. Ah, but who am I kidding? She's a criminal, I'm a hero, we've both got masks and secret identities in the way. Like… like Batman and Catwoman.

What is it with female cat-burglars and skin-tight black leather, anyway?

Maybe, if I ever found out who she really was… no! No, no, no! Peter Parker, you are not going to go there. By the powers vested in me as the rational thoughts in your brain, I'm officially ruling it out. I love MJ. I just have to tell her the truth. Work up the courage and spill the beans.

Holy crap.

I have to tell MJ the truth… about everything.

• • •

The next day at school, all day long, Mary Jane didn't say a single word to Peter. She avoided him in the halls, avoided his gaze in class, and sat with Liz and the other cheerleaders at lunch. As for Pete, he was so fixated on trying to get MJ to talk to him again that he barely noticed whenever Harry or Gwen would try to strike up a conversation. He was content that day to ignore them and wallow in guilt. (But then, guilt was practically another one of Peter Parker's super-powers.)

Over the course of that torturous day, Peter slowly arrived at a decision. If he wanted MJ to trust him, he had to prove that he trusted her—that he trusted her more than anyone else in the world. He resolved that day to tell her the truth.

After school, instead of web-slinging home, he took the bus. Since they all lived on the same block in Forrest Hills, in Queens, Peter's stop was the same as MJ's (…and Flash Thompson's). It was the perfect excuse to get close to her for a span of time and get her to open up again.

Mary Jane sat next to Flash, while Peter sat in the seat across the aisle from theirs. Flash never let up in his attempts to flirt with MJ, but for her part, she was happy to ignore him the same as Peter.

"Come on, MJ, how many times do I have to say I'm sorry?" Peter pleaded.

No response.
"You know how J.J. is! I have to follow the news to keep my job. Look—" Here, Peter withdrew from his bag a copy of the morning edition of the *Daily Bugle*. The picture on the front page, as taken by ace photographer Peter Parker, showed none other than L. Thompson Lincoln being arrested, cuffed, and placed in a police car by Captain George Stacy, while Spider-Man stood by, watching, arms crossed. Jameson's headline ("Lincoln Arrested: Spider-Menace Convinces Police to Harass Beloved Philanthropist") left something to be desired, but the fact that Tombstone had been brought in for questioning felt like pure, sweet, undiluted justice to Peter. Every time something like this happened, even of Lincoln's lawyers got him off, it chipped away at his clean and upstanding public image.

Showing the paper to MJ, Peter continued, "That's Gwen's dad and Spider-Man arresting Tombstone. I had to be there. And I called! But you didn't pick up!"

Finally, MJ trained sad, disappointed eyes on Peter and spoke. "You called at nine. By then, I was already out."

Peter gaped. "You were… out?"

"Somehow, Harry predicted that you'd stand me up. So he offered to take me to Chez d'Or. I said yes."

"With Harry?"

"Mm-hm."

"Well, of course she'd rather go out with Osborn than you, Parker," cut in Flash. "He's got trust-fund money. He can afford the fancy French places."

MJ and Peter both turned and said, at the same time, "Shut up, Flash!"

Flash blinked in surprise. "Pfft, whatever." He had a football in hand, which he was casually tossing into the air and catching again. He went back to staring out the bus window as he did this.

"The point is," said Peter, "I get that you're mad at me. You have every right—"

"I'm not mad," said MJ. "I'm just not speaking to you."

"That seems like 'mad' to me."

MJ glowered at Peter and very poignantly said nothing.

"In fact, it seems like both 'mad' and 'not speaking to me' at the same time."

MJ rolled her eyes. "Ugh. What do you want, Peter?"

"I want things to be okay between us. I… I…" *Here it is, Parker. Moment of truth.* "I want you to come over so that I can explain what happened. There's… a whole lot that I have to tell you."

MJ paused for a long while, a blank look on her face, as if she were trying to decide. At last, after a full six minutes of quiet deliberation, she said, "Okay."

"Okay?" echoed Peter.

MJ nodded. "Okay."

"Okay," said Peter again, relief in his voice.
"Weirdos," muttered Flash.

Brakes squeaking, the school bus rolled to a stop in a quiet little neighborhood filled with rows of smallish, two-story houses. Peter and MJ went towards their houses; Flash disappeared around the corner. But instead of going home, MJ followed Pete up to the front steps of the Parker residence. Moments later, they were in the living room, where Aunt May sat on the sofa, watching the news. May Parker had a reputation in Peter's neighborhood for being the "cool" old lady on the block. She and the late Ben Parker were what you might call ex-hippies; and so May had quite the stock of entertaining stories from her wild times back in the 1960s. On top of that, she was hands-down the best cook in the neighborhood and made her living as a writer—everything from freelance articles and blog posts, to cook books and that one great American novel she hadn't quite finished yet.

"Mary Jane, how lovely to see you," said May. "Are you and Peter going to study?"

"Uh, yeah, for a little bit," said MJ. "Nice to see you too, Aunt May."

"Peter," said May, before the two teens could disappear upstairs, "I had wanted to ask you… I saw your pictures in this morning's paper—"

"Yeah, can you believe it?" said Peter excitedly. "The police—and Spider-Man—finally arrested Tombstone! He's, like, one of the biggest crime-lords in the city—"

"Yes," interrupted May, "I'm very proud of you, Peter, for being brave enough to be a part of that. And for caring like you do. But actually, I was talking about the other pictures. That bank robbery, with those nasty super-villains. It's so dangerous—"

"I don't get close to the action," said Peter. "Don't worry, Aunt May. I have a great zoom-lens on my camera."

"But, are you sure you need to keep working for the Bugle at all?" asked May. "It takes up so much of your time, and you have a paid internship at the university—"

"It doesn't pay all that much," said Peter. "And honestly, we need the money from my photos. Just… I have to do my part to help out, okay?"

"Well… as long as it's not taking you away from studying. School—"

"Takes priority, I know, thanks, Aunt May," said Peter rapidly, even as he rushed MJ up the stairs to his bedroom.

"That bedroom door stays open, young man!" May called up the stairs. "No hanky-panky allowed in this house!"

"What was all that about?" asked MJ. She had politely stayed out of the way while Peter had debated with his aunt over his photography job.

"I guess Aunt May just really worries about me," said Peter.

Mary Jane sat down on Peter's bed and heaved a sigh. "She's right about one thing. That job of yours really gets in the way."
Peter sat down next to her and said, "Well, that's what I wanted to talk to you about." Lowering his voice to a whisper, he said, "You see, I wasn't really telling Aunt May... the whole truth. Sometimes I do get pretty close to... dangerous situations."

"So what does that have to do with you missing our date last night?" asked MJ, puzzled. "Peter, did something happen? Did you get hurt?"

"Shh!" said Peter. "Keep it down! Please, whisper, I don't want Aunt May to... just listen, okay?"

MJ fell silent and waited for Peter to explain.

Only, for a long while, Peter couldn't say anything. He seemed to be working up the nerve to begin.

"Okay...?" prompted MJ.

Peter took a deep breath. "Okay... here it goes. But... whew... hoo-boy, this is... kinda hard to..."

"Peter, just spit it out already!"

"Okay," said Peter with a definitive nod, "but first, you have to promise me—and I mean, really promise me—that what I'm about to say never leaves this room. Ever. You cannot tell anybody. Capisce?"

MJ crossed her arms. "I'm waiting."

Peter frowned. Another awkward minute passed before he finally opened his mouth: "I'm Spider-Man."

• • •

Downstairs in the living room, Aunt May heard Mary Jane burst into a fit a hysterical laughter. She rolled her eyes and turned up the volume on the television. "Teenagers..."

• • •

"Ssh!" said Peter again, trying desperately to calm MJ down. "I'm not joking!"

"Yes you are," giggled MJ between fits and breaths. "You goofball! This is the lamest—"

That was when Peter reached under his bed and pulled out one of his web-shooters. Firing a web-line up to the ceiling, he launched himself up and stuck there.

Mary Jane gasped and stared up at Peter, her brain suddenly unable to process what she was seeing.

Peter smiled, winked, and sprang from the ceiling to the wall to the floor, with all the deliberate grace and silence of a prowling cat. "I'm Spider-Man," he said again. "For real."

And so Mary Jane did the only thing that came to mind: she screamed.

"Quiet!" hissed Peter. "Aunt May will hear—"

Moments later, the sound of footsteps on the stairs proved Peter right. He quickly tugged his web-line off the ceiling, balled it up, and lobbed it into the waste-basket by his desk. He was able to spin around and grin dumbly, holding his arm with the web-shooter behind his back, just in time for Aunt May to appear in his bedroom doorway.
"What is going on up here?" asked May. She saw Peter standing in the middle of the room, smiling like a guilty idiot, and Mary Jane reclining on Peter's bed, looking positively shell-shocked about something. "You two had better not be canoodling up here—"

Peter and MJ spoke at the same time. "We're totally not—" "Do we look like we're 'canoodling'?" "He's all the way over there!" "How could we even?"

Aunt May glared suspiciously. "I don't see any books open."

"We were just talking," said Peter. "Honest."

"All right…" said May. "I'm going to go down to the kitchen and fix you kids some food. Don't get MJ pregnant while I'm gone," she added slyly.

Mary Jane covered her mouth to keep from bursting out laughing, while Peter's face turned beet red. "Gah—I can't believe that you—you just said that!"

"Hit the books," ordered Aunt May. Then she disappeared back downstairs.

As soon as May was gone, Mary Jane pulled Peter over to the bed and took his hands in hers. "Pete, this is—I mean, you're—this is huge! You're a freaking super-hero!"

"Whisper!" said Peter again. "Aunt May can't find out. Nobody else can ever find out!"

"But—"

"I'm really serious about this," said Peter, once again taking out that day's morning edition of the Bugle. He pointed at the picture of Tombstone's perp-walk on the front page and said, "I deal with crime-lords and super-villains. If someone like Tombstone or Doc Ock ever found out who I was, then you and Aunt May and anyone else that I care about—"

"Okay, okay," said Mary Jane softly. "I get it. Your secret keeps us safe. So it's safe with me."

"Thank you," said Peter with a heavy sigh.

"I have, like, a million questions!" said MJ. "What's it like to swing around on webs?"

"It's… pretty awesome, I have to admit," said Peter. "You know, I invented my web-shooters. They fire a strand of adhesive fluid—"

"You're such a nerd!" giggled MJ. "But I love that about you. Hey, how did you even get these powers? Are you a mutant?"

"No, it's a… long story," said Peter. "I'll tell you all about it sometime." After a pause, he asked, "So… does this mean I'm forgiven for missing our date?

"Well…" said MJ, "since you were swinging around, being heroic, fighting bad guys and saving lives… I suppose I could let you make it up to me."

"How?"

"Take me web-swinging sometime."

"It's web-slinging," corrected Peter. "And… maybe. It's kind of dangerous."

"I trust you," said Mary Jane. By now, the two teenagers were leaning very close together on Peter's
bed, their faces a mere inch or two apart.

"You do?"

"Mm-hm."

They were so close now. Peter realized that his first kiss with Mary Jane was finally, finally about to happen, after years of pining and chickening out—

"Ahem," said Aunt May, who now reappeared in the doorway with a plate of snacks and a couple of drinks on a tray. "No canoodling. Books, now."

Peter and MJ sighed, defeated, and said simultaneously, "Yes, Aunt May." Then they went for their backpacks.
Eddie Brock Jr. Now there is a touchy subject. You see, we go way back, Eddie and me—back to before I was even born, if you want to get technical. Our moms were best friends; our dads worked together. Partners in the same lab at Trask Industries. Never heard of Trask Industries? Well, it's one of those big, evil R&D companies, competing with the likes of Oscorp and Roxxon for the title of biggest and evilest R&D company ever. My dad—Richard Parker—and Eddie's dad—that would be Eddie Brock Sr.—they had this idea for an entirely new kind of medicine. A revolutionary way to heal people. But when their funding ran out, they had to go work for Trask. And wouldn't you know it: someone in that company, maybe even Bolivar Trask himself, figured that he could use their work to make bio-weapons.

Some people just make me sick.

The idea they had was to create an artificial life-form, a symbiote. Something that the human body could wear like a suit. In theory, it would enhance the body's natural healing abilities. As it turned out, the thing that they created—it was code-named "Project Venom"—enhanced everything. Healing, strength, speed. If you had super-powers, it enhanced those too. And if you were a little crazy... it made you a lot crazy.

I know, because I wore the suit myself for a while. I thought that I could control this new, untested technology. The arrogance of me. Sometimes I make myself sick.

But I'm getting ahead of myself here. The suit... Trask wanted to make it into a weapon. But my dad and Eddie's dad, they wouldn't let that happen to their life's work. So they stole it, and they hid it somewhere. And—I don't know, to try and take control of the project, or to get back at them, or something, I just don't know—I think Trask had both of our parents murdered.

I mean, my mom and dad, and Eddie's mom and dad, they were all on the same plane, together on some kind of business trip... and the plane, it crashed. Nobody survived. I don't know for sure how it happened. But it's really suspicious, isn't it?

I went to live with my aunt and uncle. Eddie went to live with his grandpa. And it was Eddie's grandpa who had the hidden Project Venom research. When Eddie was old enough, his grandpa told him about it. He even had a sample of the "suit"—really, it was just a big old beaker full of black ooze—in his freezer in the basement. When Eddie decided to follow in his father's footsteps and study biochemistry at Empire State University, he wound up working with Dr. Curt Connors there, and he took Project Venom with him. He wanted to try and finish our fathers' work.

Maybe he would have succeeded, if it hadn't been for me.

You see, last year, I got an internship at ESU. I found myself working in Connors' lab too, and one day, Eddie took me aside and he showed me Project Venom. He said that it was our legacy—maybe even our destiny to finish what our dads had started. He also told me... that it was my dad's DNA that they had used to create the suit in the first place.

The stuff... the black ooze... it was like it had a mind of its own. When Eddie wasn't looking, it moved—got up, escaped from the freezer—it freaking followed me home, like a lost little pet blob. Eddie thought that I stole it, or something crazy like that. But it was worse than that. That stuff tried...
to bond with me… and it turned itself into a black Spider-Man suit.

You probably know this part of the story, or some version of it anyway. Yeah, I know, it's always hard to tell what really happened—so many rumors flying around, conflicting accounts. The long and short of it is, that black suit made me powerful… but it also turned me into a great big douchebag. A big, violent, raging, borderline-psychotic douchebag. When I finally realized what was going on, I tried to get rid of the suit. It had a weakness: sonic vibrations. I used a church-bell in the tower of an old cathedral to weaken the suit, just long enough to separate from it and capture it. After that, I knew what it was: in spite of my father's best intentions, it really was a weapon. And a horrible mistake.

I had to destroy the suit. The best place to do that was Doc Connors' lab. But when I took the ooze back there, I ran into Eddie, and… well… long story short, Eddie got his hands on it. They bonded… but they bonded wrong. I think it must have to do with the fact that his DNA isn't a match for the ooze like mine was. But while I had been wearing it, the suit had absorbed my powers, and my memories, and it gave those to Eddie. Eddie became Venom. My worst nightmare.

He was the only enemy I've ever had who knew enough to get at me by threatening Aunt May, threatening Mary Jane. I stopped him, got the suit off of him, but Eddie… he didn't completely make it through the separation. When the suit came off, he was gibbering, drooling, out of his mind.

I go visit him at Ravencroft sometimes. He hasn't gotten any better.

And worst of all, the suit got away. The last time I saw it, it was creeping for the sewers. Assuming the symbiote survived, I have no idea where it is.

• • •

This is officially the best day of my life, thought Peter. He was holding hands with Mary Jane as they walked down the hall from class. He glanced over at MJ while they walked; she met his eyes and answered back with a flirtatious smile, making Pete's heart skip a beat.

Out in the yard, Flash and Sally and Liz and the rest of the "in crowd" were gathered around the picnic tables, as usual. Peter and Mary Jane strolled by with heads held high.

It was Kenny who just couldn't resist opening his mouth. "Aw, nerd love!" he hooted, following that with exaggerated kissy noises.

For once, Flash seemed tired of the game. "Shove it, Kong," he growled.

Kenny was confused. "What gives?"

"I just don't want to hear it today, all right? Grow up."

Liz Allan turned around on the bench and smiled up at the couple. "So you two are an item now?"

"Yup," said MJ casually.

"Well… it sure took you guys long enough."

Peter groaned. "Why does everybody keep saying that?"

MJ laughed and pulled Peter away. "Because," she whispered, "in spite of what you may think, people do notice you. Even without the red and blue pajamas. And you always made it kind of obvious."
"Then why didn't you ever say anything?" asked Peter.

"I was making it obvious too," said MJ. "I just wanted to know how long it would take you to figure it out."

"Oh," said Peter, blushing now.

By the time they arrived at their favorite hang-out spot on the bleachers, they found Harry Osborn sitting there, all by his lonesome. He was staring at Pete and MJ, his face an unreadable stone mask.

"Hiya, Harry," said Pete. "Uh… where's Gwen?"


"Pete apologized," said MJ. "We made up."

Harry stood up and hopped from seat to seat until he was off the bleachers, feet on the blacktop. Facing MJ, he said, "I was going to tell you that I had a great time the other night, but I guess… there's no point, really." Then he turned around to walk away.

"Harry… where you going?" asked MJ.

Harry paused and glanced over his shoulder just long enough to say, "To be alone."

Peter and Mary Jane were left there alone together, awkwardly wondering after Harry Osborn.

• • •

That afternoon, once school was out, Pete and MJ caught a bus downtown together. They slipped into a nondescript alleyway, and Peter stripped out of his street-clothes, revealing his Spider-Man costume underneath.

"That's right, take it off!" joked MJ.

Peter said nothing. He just smiled as he pulled his mask on over his head. Then he pulled a woolen ski-mask out of his backpack and handed it to Mary Jane. "Your turn, Red."

MJ held up the mask. "Really? This will totally give me a horrible case of mask-hair."

"You have to hide your face, or you can't be seen web-slinging with Spider-Man."

Sighing, Mary Jane pulled the mask on. "All right."

Grinning underneath his own mask, Peter put an arm around MJ and told her to hang on tight. Then he fired a web-line high up between the buildings and gave a tug on the elastic substance. With a snap, they were up in the air. Mary let out a little scream before clinging to Peter even tighter. Pete just chuckled as he shot out another web. Now they were swinging gently through the New York City breeze.

Mary Jane was altogether breathless at first, but soon she calmed down and started to enjoy herself. To her surprise, she found herself mostly enjoying the way Peter filled out his costume… but the swinging through the air was pretty great too.

• • •

Peter landed on the roof of a tall building. Here, it was high up enough that they wouldn't be spotted
by anyone else. He removed his mask, and MJ did the same with hers. As predicted, her long red hair was now a frazzled mess. Peter did his best not to embarrass her by laughing too much.

"Peter, that was… incredible. You're incredible." Mary walked over to the side of the building and peered down. "Spider-Man… I can't believe I didn't see it before."

"What do you mean?" asked Pete.

"Well, you have saved my life. Twice. And I never would have imagined that it was you under that mask."

In fact, Spider-Man had indeed rescued Mary Jane from danger on two separate occasions over the course of the past year. The first time had been from a simple mugging. But the second… that was when Venom had appeared, snatching her, seemingly at random from out of a crowd, an innocent hostage with which to taunt Spider-Man while they fought…

"Yeah… about that. Listen, MJ… it was time I told you the truth about something else. About what really happened to Eddie."

MJ looked at Pete questioningly.

"And after I tell you what I did, then maybe you can decide whether you hate me or not."

"It can't be that bad, can it?"

Peter let out a breath and began the story.

After Peter finished, neither of them said anything for a long while. Finally, MJ forced a hollow laugh and said, "At least this explains why you went through that emo phase for couple of weeks."

"MJ, I'm serious about this—"

"I know, Tiger. Listen, Eddie… he had other issues that you maybe didn't know about. Things that he never would have admitted to you." MJ looked down at her feet and shook her head. "Eddie's grandpa wasn't the greatest guy in the world. And Eddie was always kind of jealous of you. You had Uncle Ben and Aunt May. You were the one everyone always called a genius. And then there was me…"

Pete looked over at MJ. "You?"

"Well, yeah. We were the same age, Eddie was three years older than us. So guess who always felt like a third wheel? Heck, fourth wheel after we brought Harry into our little group."

Peter sighed.

"The point is, I don't blame you," said MJ. "You made the best of a… a terrible situation. I miss Eddie too, but all we can do right now is hope that he gets better. You can't keep beating yourself up over something you can't change."

A small smile appeared on Peter's face. "I don't deserve you."

"Yes you do," argued MJ. Then she took hold of his face and kissed him.

Fireworks. To Peter Parker, kissing Mary Jane Watson felt like fireworks inside. This, he thought in
some tiny, unoccupied corner of his brain, makes it all worth it.

It was quite a while before they finally separated, both breathless and a little bit numb in the lips. Mary Jane glanced down at her wristwatch. "We need to get back," she said. "Drama club has a late meeting tonight."

"Yeah, and I have to get over to ESU," said Peter, awkwardly rubbing the back of his head. "Doc Connors said he had something important to tell the interns."

"Well," said MJ, pulling the knitted ski-mask back on, "we can always pick that up again tomorrow."

"Definitely," said Peter. In a flash, his mask was on again too, and they were once again webbing through the air.

* * *

The hybrid genetics lab at ESU was nominally run by Dr. Curt Connors, but it was his wife and partner, Dr. Martha Connors, who actually managed most of the day-to-day affairs. Between the two Doctors Connors, she was undoubtedly the stricter taskmaster. Back when both Peter and Eddie had been working in the lab together, they used to joke that she was the Iron Lady of Test Tubes. Perhaps that was why it was such a shock to Peter, to see her looking defeated and packing the things on her desk into a cardboard box.

"Doctor Connors?" asked Peter. "What's going on?" Pete hadn't even had time to trade his backpack for a labcoat before he spotted Martha packing up her belongings.

"Oh. Peter. I'm… I'm sorry we didn't tell you this sooner, but… well, Curt will explain," she said sadly.

"Where is Doc Connors, anyway?" asked Pete. (It was a subtle distinction, but whenever the interns or grad students referred to them directly, Martha was always "Doctor" and Curt was "Doc").

"In his office," said Martha, indicating the direction with a tilt of her head. Peter figured that he wasn't going to get much more out of Martha until he spoke to Curt, so he excused himself and went on over.

Dr. Curt Connors was coming out of his office, holding a bundle of rolled-up schematics under his one good arm. "Peter. I'm glad you're here. I could use a hand, no pun intended."

"Doing a little spring cleaning?" Peter asked.

Curt sighed. "Doing a little moving out," he admitted. "The university board made their decision yesterday. They're handing the lab over to Dr. Warren."

Peter shuddered a little bit on the inside. Dr. Miles Warren had been with the lab for a few months now. He was a cold man, the sort of person who gave Peter the creeps just by being in the same room. In fact, in many ways he reminded Peter a great deal of Norman Osborn…

"But… if Dr. Warren is taking over the lab, why are you and Doctor Connors leaving?"

A crestfallen look came over Curt's face. "Martha and I made a decision of our own. This place… has caused us both a great deal of… of difficulty, and—"

"If this is about the whole Lizard thing—" started Peter, but Curt cut him off.
"Not just the Lizard. Max Dillon… Project Venom… Colonel Jameson… there have been so many— I can't even call them all accidents. Experiments gone wrong. Martha suggested that we get away from all this madness for a while, clear our heads… and I agreed."

"But none of those others were your fault," protested Peter. "I'll give you the Lizard, but that's it."

Curt put the roll of papers down on a nearby table so that he could rest his hand on Peter's shoulder. "You're a good kid, Peter. Someday, you'll learn that, as scientists, we have to take responsibility for the unforeseen consequences of our work. Sometimes, we move too fast, and we can't always see the wrong turns. Or the dead ends."

Pete didn't say anything as Curt gathered up his papers again.

"If you're worried about your job, don't be. Dr. Warren promised to keep you on, although I think you'll be reporting to Miss Whitman most of the time. Now, if you don't mind, can you get the box of books in my office for me?"

"Yeah, sure," said Pete. "I'm going to miss you guys. It won't be the same around here without you."

"I know," said Curt. "That's what I'm hoping."

Chapter End Notes

So, by now it should be pretty obvious that in building the setting (or maybe I should call it a "continuity") for this story, I'm borrowing liberally from two sources: the "Ultimate Spider-Man" comics and the "Spectacular Spider-Man" animated series. I'm taking the things I like best about both and combining them into a single, new universe for these characters. That way, we get the good things from "Ultimate" (like badass Gwen Stacy, or Venom not being an alien) while leaving the crap behind (all the dead main characters, the turd-burp universe that "Ultimate" became following "Ultimatum"), and I can tweak the little things about "Spectacular" that bugged me (like Montana being the Shocker… come on). I just wanted to take a moment to explain that.
Preparation

I'll bet you didn't know that I got my spider-powers from Doc Connors' lab, did you? It's true. It was just over a year ago now: the entire sophomore class from Midtown High was on a field-trip to ESU, to see the genetics lab. One of the little side-projects that Doc Connors was working on back then was gene-splicing. Specifically, he figured out how to combine the traits from several different species of spider into one, new species, entirely created in the lab. A perfect, Platonic little pinnacle of spider-hood. A "super-spider"… pumped full of gene-altering retroviruses. You can guess what happened next, when one got loose and bit me.

What happened to me was probably a one-in-a-bajillion odds-against accident. I'm probably pretty lucky that I didn't just drop dead right there. Then again, considering how much trouble being Spider-Man has gotten me into since…

Anyway, since then, nobody's ever managed to put two and two together and figure out that Spider-Man is really the nerdy kid who got bit by a spider on that field trip that one time. Even after I went to work part-time in Doc Connors' lab… and I'm kind of a minor celebrity for being the kid who takes Spidey's pictures… oh, and that one time that Doc Connors tried to re-grow his arm with reptile DNA and accidentally turned himself into a lizard-monster instead, and Spider-Man was just conveniently there to beat the twinkies out of him until he changed back to normal… even Doc Connors, certified genius, hasn't figured out my little secret.

Boy, I've just realized that I need to start being way more careful with this secret identity thing.

But—aw, man—but the Connorses, they're leaving New York! Not just the lab, not just ESU, they're leaving the freaking state, maybe even the country! And they're leaving that creepy skeever Dr. Warren in charge. Okay, I guess it wasn't really their choice, but still, this stinks. At least Debra Whitman is kind of okay, when she opens her mouth and says two words to me, which is just this side of almost never. Miss Whitman… she's Dr. Warren's assistant, a grad student working on her dissertation. She has kind of a scary fascination with bats.

My second realization for today: my new boss talks to her laboratory bats more than she talks to me. My life sucks, with ever-increasing suckitude. At least I know the old Parker luck hasn't changed.

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"The jackal," said Dr. Miles Warren, "is a most cunning animal. Genetic cousin to wolves and coyotes, and also to the domestic canines whose genome man has already shaped by ages of artificial selection. Perhaps, with the aid of modern science, traits from this opportunistic scavenger could be —"

"Hate to interrupt," said Peter, doffing his lab-coat and snatching up his camera-bag, but I've got to call it quits early tonight. I'm expected at the Daily Bugle office, and—"

"Yes, yes, of course," said Dr. Warren, pushing his thick glasses up his hawkish nose. He stood before a glass enclosure in the ESU genetics lab, staring in rapt fascination at a tagged and sedated golden-furred jackal which rested easily therein. In truth, he barely registered the sight or the voice of the high-school-aged intern beside him. An imperious wave of his hand was sufficient to dismiss the unwanted distraction.

"Okay, well… see you later, then," said Peter, who beat a hasty retreat from the lab.
Debra Whitman didn't even spare Peter Parker a glance as he scurried off. She was too busy taking one of her specimens, a female Desmodus rotundus—the common vampire bat—out of its cage for an injection.

The ring of a cell phone finally snapped Dr. Warren out of his reverie. He withdrew his phone from the pocket of his labcoat, glanced at the incoming number, and paused. It was an international call, from a number he didn't recognize. With only the barest mote of curiosity stirred, he answered.

"Miles," said a deep and distinctive voice. "Don't worry about staying on the line. I'm calling you from a burner phone. We won't be traced."

Dr. Warren froze, phone in hand. Impossible… it was like hearing the voice of a ghost. That voice belonged to one of only a very few people in the world who could unsettle the otherwise unflappable Miles Warren. Nervously, he glanced over at Miss Whitman. Ah, but she was momentarily occupied. Good. That allowed Miles to slip quietly off to the privacy of his office.

Tentatively, he answered. "…Norman? Is it really you?"

"The one and only, my friend." Miles could practically hear the smug smile of Norman Osborn, wherever he was, half a world away.

"But… but how? You're alive—you got out of the country, that much is obvious. But—"

"All in good time, Miles. Business first; pleasantries after. For now, you're going to prepare the way for my return."

"Prepare…?" That was a little surprising to the doctor. He would have surmised that Donald Menken and a team of expensive lawyers would be needed to handle the fine legalities of demonstrating that Norman Osborn was still alive and not to be treated as a fugitive or a wanted criminal, and to cast suspicion on the rumor that he was in fact the villainous Green Goblin. "What do you need me to do?"

"Something that only you can help me with. I need you to make something for me."

Two weeks had passed since Peter had revealed his secret to Mary Jane. Finally, finally, someone understood why he had to be the way he was. Somebody got that he wasn't just a flake or a ditz or an incurable workaholic; lives were at stake, he could help, and so he had a responsibility that he couldn't ignore. He could never ignore his responsibility, because he—or rather, Uncle Ben—had already suffered the consequences. MJ got that. Peter loved her for it.

For Mary Jane's part, she was, for lack of a better word, relieved to finally be able to see the entire picture that was Peter Parker. It all made sense now. It wasn't that Peter was falling apart; it wasn't something about her that drove him away; it was the fact that he made a hobby of running around in colorful underwear, righting wrongs and saving lives. That, she could deal with. It was cool. It was admirable. It was a little terrifying—what if something happened to Peter? What if a villain found out about them and specifically came after her? Could she handle that? She thought so. But dwarfing all of that—relief, understanding, anxiety, all of it—was the overwhelming realization that Peter had only confided in her. That meant something.

There was, however, one thing that worried both of them: Harry Osborn. Over the past couple of weeks, Harry had pulled away from his friends, retreated into himself. He didn't talk to Peter or Mary Jane or Gwen. He didn't talk to the guys on the football team. He didn't really talk to anyone the
whole day he was at school. He just... kept to himself, in a state of self-imposed isolation. While they were at school, whenever he was together with Mary Jane, Peter could sometimes catch Harry staring at them. It would be just for a moment, out the corner of his eye. What worried Peter about it, though, was the mild tingle at the base of his neck: Harry was setting off his spider-sense.

Now as for Gwen Stacy, she was present during the school day at least most of the time. But every third day or so, she up and disappeared for the entirety of that day. Teachers shook their heads when they called her name at roll. A few of the cheerleaders joked that she must have been building a bomb she was going to use on the school. Most kids paid no attention whatsoever. Peter was a little worried about her; Mary Jane was more than a little concerned.

That evening, MJ came over to Peter's house to find that Aunt May was out for the night. She rapped on the storm-door in the Parkers' back yard, and Peter admitted her down into the basement—into his makeshift lab. This was where Peter kept his computer, his microscope, the chemistry apparatus he used to mix his web fluid, and all kinds of other junk. It was also where he mended and washed his costume, just to ensure that Aunt May never accidentally found it in the laundry. When MJ arrived, Peter was clad in stocking feet, boxers, and a t-shirt. And so MJ strolled down the stairs, placed a chaste kiss on Peter's lips, and said, "Sally Avril's throwing a party tonight while her parents are out of town. Get dressed, we're going."

Peter stared at MJ. "Exsqueeze me? Since when do we go to parties?"

"Since you started officially dating the fabulous Mary Jane Watson," said MJ with a flourish and a toothy smile. "Plus, I have it on good authority that Gwen and Harry are both going. I'm worried about them. I want to find out what's up with them. Thus, we are going to the party, to talk with our friends."

MJ shook her head. "Silly boy. This will be an entirely different situation. There will be crowds of people, loud music—"

"Alcohol?" Peter deadpanned.

"Mainly alcohol."

"So you want to get our friends drunk and pry into their personal lives."

"Moi? Never!" said MJ in feigned indignation. "Maybe... just a thought... we could go to the party, wait until they get themselves drunk, and then ask a few key questions—"

"This seems nosy," said Peter. It was apparent in his voice, though, that he was already starting to come around to MJ's point of view.

"It is nosy. But it's because we care." She kissed Peter again. "Now go put on pants."

The Avrils had a large house in Queens, in a different neighborhood from Peter and MJ. When the couple arrived on the scene, the festivities had already spilled out onto the front lawn, with high-schoolers standing around in groups of four and five, chatting and laughing, some of them dancing to the bass-heavy music blaring from inside the house. Peter wondered at the fact that the cops weren't here already, busting up this little shindig.
"I'm going to go find Gwen," said MJ. "Why don't you track down Harry?"

Pete agreed, and the couple split up to conduct their separate investigations. A quick glance around the front lawn revealed nobody that Peter knew, so he went inside.

The first sight that confronted him was Kenny McFarlane, standing in the center of a circle of jocks in the Avrils' front hall. They were chanting "Kong! Kong! Kong!" while he crushed beer cans on his forehead. There was Hobie Brown and Rand Robertson... but no sign of Flash Thompson. Or Harry Osborn. Another cheer arose from the crowd: "Yeah! King Kong! Woo!"

Peter could only stare and frown. How did people enjoy this sort of thing?

Then, suddenly, spider-sense. He whipped around... just in time to be tackled by an embrace from Gwen Stacy. "Petey boy! Watchoo doin' here?" The smell of alcohol on her breath was almost overpowering.

"Gwen? Are you drunk?" Peter held Gwen back at arm's length, and he also got a good look at her for the first time. She was wearing black leather pants and a cutoff tank top with a Union Jack design. The addition of silver studs in her nose and belly button completed the punk ensemble.

"Li'l bit drunk," she slurred, just loud enough to be heard over the pulsing bass. "Les dance."

"Gwen, I think we should maybe go outside—" Pete was trying to push Gwen off of him, but she was all arms and half ready to stumble to the floor.

"Moonlight!" giggled Gwen. "Romantic, but wha—what'ud Mary Jane say?"

"Oh, she's around here somewhere," said Pete. "In fact, let's go find her—"

"Puny Parker?" Flash Thompson appeared from the kitchen doorway and stomped over to where Pete and Gwen were still tangled up together. "Get outta here, loser. Me and this hottie here were jus' havin' a little drink together." Flash was pretty buzzed too, Pete realized.

Pete and Gwen looked at each other, grinned, and then looked back at Flash. "I'm'a go with Pete," said Gwen. "See ya around... Eugene." Then she said it again, more slowly, and giggled. "Eugeeeene. I like that. It's cute."

Flash was so stunned by that that he didn't follow them. He didn't even think to hurl any abuse after Peter. Gwen thought his stupid name was cute.

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They found MJ in the back yard. There were fewer kids out here, and the music was quieter at this distance. By now the sun was down, and it was starting to get pretty dark. "Oh, good, you found Gwen," said MJ.

"Yyyup," said Gwen, hanging off of Peter's shoulder. "He founded me."

"No sign of Harry, though," said Pete.

"That's okay," replied MJ. "I saw him sneaking off somewhere with Liz Allan. I thought it best not to interrupt."

"Good call," said Pete. "Well, good for Harry then. And for Liz; I know she always kind of liked him."
"Yeah, I think he's gonna be okay," said MJ. Her words were hopeful, but her tone was uncertain. Then she turned to the blonde girl who was presently plastered against her boyfriend. "So, Gwenny, how ya doin'?"

Gwen was now resting her head on Peter's shoulder and starting to drool a bit. "I think… I'm gon' take a nap."

"I think we'd better get her out of here," said Peter.

"That is also a good call," said MJ.

Just then, the sound of sirens nearby startled everyone on the premises, and in the span of two and a half seconds, the party devolved into a scene of chaos. Red and blue lights could be seen flashing in the front yard. Kids shouted and scrambled every which way, hoping to avoid getting caught at a party where booze was being liberally served to and by the underaged. Pete and MJ wasted no time helping Gwen over to the tall picket fence that surrounded the Avrils' back yard. Pete gave Mary Jane an easy boost, and she was up and over in no time flat. Then, after glancing around to make sure the coast was clear, Peter took the now sleeping Gwen into his arms in a fireman's carry and sprang clear over the fence with a single spidery leap.

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"I hope Harry and Liz made it out of there okay," said Mary Jane. She and Pete had Gwen slung between them, her arms over both of their shoulders, as they walked (and Gwen stumbled) from the bus stop back to the Parker and Watson houses.

Pete didn't have time to respond. The trio had already turned off the sidewalk and onto the front walk… only to find May Parker standing on the front porch, arms crossed, tapping one foot on the concrete. "My yoga class ended early tonight," she announced. "So… what's this I hear about a party at the Avrils?"

Peter and MJ, both red in the face, tried to explain in clipped, stammering half-sentences that they had only gone to find Harry and Gwen, that they'd only been there for a few minutes, and that as soon as they found Gwen drunk they had tried to get her out of there. Aunt May listened patiently to her nephew and her neighbor, nodding along with the story. At last, she said, "All right, all right, I believe you. You're good kids, to care for your friend like this." Then, with a twinkle in her eye, she said, "Bring Gwen inside and lay her down on the couch. Peter, get some coffee brewing. MJ, come to the kitchen with me: I'm going to make eggs." May uttered this last pronouncement with all the solemn seriousness of a doctor prescribing medicine.

Aunt May disappeared into the house. MJ looked questioningly at Peter. "Eggs? Is that some kind of old-school hangover cure?"

Pete shrugged. "I think it's just an old hippie thing." Then they brought Gwen inside and did as Aunt May asked.

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Gwen was a little more alert once she had some coffee and protein in her. "These… are the best eggs I've ever had."

Aunt May nodded and scooped another plateful in front of Gwen. "Best thing in the world to stave off a hangover. Anyway, a growing girl's got to eat."

MJ and Peter sat nearby while Aunt May bustled about the kitchen. MJ leaned over and whispered,
"So... is there anything going on that you want to tell us about?"

Gwen rolled her eyes. "What, you mean with Flash Thompson? Nah, don't be—"

"That's not what I mean," said MJ. "We're your friends, and we haven't seen you around at school much..."

"Oh. That." Gwen picked idly at the plate of scrambled eggs with her fork.

Aunt May, sensing a private conversation, quietly disappeared into the other room.

"I guess... I oughtta come clean. I've been going off by myself a lot lately 'cuz, well, I've got some crap going on at home." She sighed and took a large swallow of coffee. "I won't bore you with all of the details, but I think my mom's leaving my dad. He's great, you know, in spite of all the crap I say about living with a cop... but my mom... she's kind of what they mean when they say 'a real piece of work', you know?"

MJ nodded. "I can relate. Your mom sounds kind of like my dad."

That was true enough, thought Peter. Mary Jane's father, Phillip Watson, was indeed a real piece of work. Loud, abusive, philandering, and altogether shameless about it, his indiscretions were the worst-kept secret in the neighborhood. It was something of a wonder that MJ's mom stayed with him, but then, that was something that only Maddie Watson could sort through... At any rate, Peter sat there awkwardly between the two girls, honestly unable to relate to the situation. Ben and May Parker had always been the best "parents" a kid could ask for, and Peter knew it well. He had been beyond lucky in that regard.

While Gwen and MJ shared a quiet, commiserating conversation, Peter simply tried to stay out of the way. This went on for several minutes, until Aunt May reappeared in the kitchen, this time accompanied by a new visitor: Captain George Stacy.

Gwen looked up in surprise. "Dad?"

"I didn't call him, if that's what you're thinking," said May. "He found you all by himself."

"Actually, I was with the patrol that busted up the party," said George. "We'll talk about this at home, young lady. For now... well, Mrs. Parker says she won't let you go until you finish eating. So finish eating."

"Yes sir," muttered Gwen, focusing all her attention on Aunt May's incredible scrambled eggs.

Captain Stacy turned to Peter and MJ and said, "I suppose I ought to thank you for looking out for Gwendolyn. It would be a little embarrassing if I had to bring my own daughter in for underage drinking."

"Don't mention it," said MJ. "Anything for a friend."

Then George turned his attention to Peter. "Peter Parker. I saw your photo of the Tombstone collar in the Bugle. Impressive work. I didn't even see you there..."

Pete stumbled for words. "Uh, well, I like to stay out of the way. Be discreet, you know. By the way, whatever happened with Tombstone? Did they manage to pin anything on him?"

George sighed. "Not a thing. His lawyers were waiting at the station that very night; Lincoln walked the next morning."
"Jeez," grumbled Peter, "every time with these crime-boss types. How do they get away with it?"

"I ask myself the same thing all the time," sighed Gorge. "Well, at least it's good to know people still care. Gwendolyn, it was time we got home—"

"Yes sir, right away sir," said Gwen with mock formality. She snapped to attention and half marched, half staggered for the door. "You are great," she said to Aunt May as she walked past. "Coolest ever. And you two," she called to Peter and MJ from the kitchen doorway, "...thanks. I mean it. See ya tomorrow."

Captain Stacy exchanged a few quiet words with Aunt May. Then he too departed. Aunt May went after him to see the Stacys off, leaving Peter and MJ alone in the kitchen.

"Well," said Peter, leaning back in his chair, "that could've gone worse."

"It could've gone better," said MJ. "But not much. Your Aunt is pretty great."

"Coolest ever," echoed Peter.
J. Jonah Jameson? If I were a shrink, I could write a book. He's the editor-in-chief of the Daily Bugle, which makes him my boss at my other job: you know, the one that I hold because it actually helps pay the bills. Taking pictures of myself as Spider-Man... is that really ethical? I try not to lie awake at night and worry about that. I guess if there's a demand, and I have the supply, fair's fair. But if J.J. ever found out who I was... like I said, I try not to think about it.

For what it's worth, underneath it all, Jameson is a decent man. He isn't nice, or generous, but I've got to give him credit for guts. He really wants to tell people the truth, even if he gets it wrong in his headlines sometimes. Even if his prejudices get in the way of his better judgment, or he prints something that hurts the people around him. His intention is to tell people the truth, and he has the courage to see it through.

In a way, I can't blame the man. Back when he was just starting out in journalism, he helped Foswell break the Silvermane story. Manfredi told Jameson to back off, even threatened his family, but Jameson stuck to his guns and printed the story anyway. Silvermane retaliated by having someone close to Jameson killed. I'm still not clear on all of the details. But I do remember hearing J.J. say once that it was because of that hit man that he hates people in masks. Even the ones who try to be good guys, go figure.

Oh, well. I have my reasons for keeping my mask on.

But that's not the only tragedy in J.J.'s life, not by a long shot. His son, the astronaut, Colonel John Jameson... he isn't doing too well. This is kind of a wacky story, but, bear with me on this. During his last shuttle mission, Col. Jameson came down with some kind of... I don't know, radiation sickness, or space virus, or something. Maybe it really was a virus. I mean, freaking aliens attacked New York last year, and one of the guys on our side, Thor, he's from another planet too, right? So we know there's life out there. We're not alone in the universe. Maybe the colonel caught a bug up there somehow. Who knows?

Scary thought: maybe it even came from wherever those Chitauri guys came from. Maybe it followed them through that portal they opened over New York last year.

Anyway, when John came back down to earth, something was different. He had super strength, and he was getting bigger. I mean huge, like ten, twelve feet tall. And denser: his mass was somehow increasing even faster than his size. I'm no physicist, so I can't even imagine how that would begin to work, but I saw it with my own eyes. J.J. and his son, they came to Doc Connors' lab for help. Connors found something, they looked like spores, in the colonel's bloodstream. We figured this was what was causing his problem. And while Doc Connors worked on a way to kill the little buggers off, they put Colonel Jameson in this fancy power-suit to keep his super strength in check. I mean, he was really strong, strong enough that he couldn't control it on his own.

So while Doc Connors worked on a cure, J.J. suggested that his son try and be a super-hero. Maybe even take down Spider-Man. John liked the idea and started calling himself... wait for it... Colonel Jupiter. That was red flag number one that the spores were making him kind of crazy. It just got worse from there. He got mean. Berserk even. Like a wild animal. He could have given Sergei Kravenoff a run for his money. Eventually, Doc Connors figured out that electricity could kill the spores, and so I zapped the colonel pretty good with a live conduit during one of our little super-powered throw-downs.

John's powers went away, but so did his marbles. Now he's in Ravencroft, a few doors down from
Eddie Brock, muttering to himself about how he needs to get "his power" back. And J.J. totally blames me. On this one, I have to admit that J.J. kind of has a point.

There was something about the organized chaos of the Daily Bugle office that Peter rather liked. Perhaps it was the fact that he could disappear into the hustle and bustle and go about unnoticed, overhearing all kinds of interesting things about the latest news in the city. Then again, perhaps it was something a bit loftier: here was a well-oiled machine dedicated to getting the truth out to the masses. Some of it was sensationalized, some of it was just plain wrong, but the Bugle was still capable of breaking big stories, exposing very bad people and their very bad deeds to the bright light of day. Peter appreciated that.

"Parker!" barked J. Jonah Jameson from the door of his office. "What is this, an art museum? I don't pay you to stand around staring at the walls! Get in here!"

"Sir," said Ted Hoffman, Jonah's awkward, bespectacled assistant. "You're still in a meeting with Ben Urich. You were going to talk to Parker after—"

"Right, right, right. Parker: stand there, do nothing, don't move until I call you." Jonah then marched out of his office onto the floor where a couple dozen staff writers plugged away at computers. Hoffman and Urich followed behind him.

"I'm telling you, J.J., this is the story—" Ben had an armful of notebooks in his arms, a laptop balanced upon these. He wore his customary cokebottle-frame glasses and Donegal tweed cap (turned backwards so that it looked kind of like a beret).

"Last week, Doc Ock was 'the story'," countered Jameson, "and I agreed with you. I still agree with last-week-you: stay on that. Ongoing manhunt for escaped, super-powered lunatic."

"And I'm trying to explain that this is the same story. Listen." Urich threw the stack of notebooks onto some poor writer's desk, causing that staffer to look up in annoyance. Neither Urich nor Jameson paid her any attention. Urich was too busy opening up the laptop to show a file to Jonah. "Look. Word on the street is, Octavius is trying to carve out a little niche for himself in between Tombstone's territory and Foswell's—"

"There is no proof that either of them is involved in any sort of criminal—!" started J.J., but Urich kept going.

"And now we have this new guy in Hell's Kitchen, this so-called 'Kingpin' that everyone is flocking too, mostly old hoods who used to work for Silvermane—I'm telling you, Jonah, this is it. Doc Ock is connected to all of this, somehow, and I just need to find the missing link!"

"Missing link," sneered Jameson. "You're the 'missing link', Ben! I'm starting to wonder if I haven't hired a cave man instead of a reporter! What say we can the conspiracy theories and—"

"Fine!" shouted Urich. "You want your Doc Ock story? I'll just follow the evidence. Mark my words, Jonah: it's all going to tie together in the end!"

"Bring me a story—with some proof this time!—and we'll see!" shouted J.J. back with equal vigor. Urich stormed off, and Jameson turned fiery eyes on Peter. "Parker! My office! Now!"

Seconds later, that's where Parker was. "I have some more Spider—"

"Miss Brant can handle that," said J.J., cutting Peter off. "You go to school with Robbie's son,
"Uh, yeah," affirmed Peter. In fact, he had last seen Rand Robertson at the party the other night, hanging out with Kong and the other jocks.

"And with Harry Osborn," continued J.J. It was more of a statement than a question.

"We've been friends since junior high," said Peter.

"Did you know Norman Osborn?"

Peter paused while he considered what to say. "Sort of. I mean, we met a few times. He always encouraged me to keep studying science. Just before he, uh, died, he said he wanted to help me out with that, be kind of a mentor—as a 'thank you' for being a friend to Harry."

Jameson nodded along as he listed to Peter. That might just have been the longest he'd ever let Parker ramble without cutting him off. "Well, something fishy is going on with Oscorp. I just received an email today, from Norman Osborn's former assistant, that they're going to hold a press conference sometime next week. To announce new management for the company or something." Peter was about to ask a question, but J.J. waved it off. "The point is, with all this crazy talk flying around about Osborn being a masked wacko, this stinks. So I'm sending Ned Leeds to cover the story, and I want you there taking pictures. You be there, Parker, no matter what. Understand?"

"Yes sir—"

"And if you can talk to your little friend Harry and maybe get the inside scoop, that's even better. Any leads that you can give to Leeds, you point him in the right direction and we'll get to the bottom of this. Good boy. Now get out of here. Say, why didn't you bring me any Spider-Man photos today?"

Peter lamely pulled a stack of pictures out of his bag. "You just said that Miss Brant could—"

J.J. impatiently indicated the door. Peter got the message and vacated the office post haste.

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The lights were dimmed within Oscorp's main biochemical R&D complex. Miles Warren knew his way through these hallways well enough, though. He had assisted Norman Osborn with many of his more delicate experiments, right here within these very walls; at least, that had been the case once he'd been hired to replace Otto Octavius in that capacity. Osborn needed someone with Warren's expertise to keep his little freak-factory going, so that they could manufacture more super-powered mercenaries and auction them off to the highest bidder.

Since the experiments were highly illegal, that meant that the pool of bidders was usually restricted to a small list of well-to-do ne'er-do-wells, men like Frederick Foswell and L. Thompson Lincoln and Silvio Manfredi. Then there were a few newcomers on the scene: Otto Octavius himself, for one, since he'd embraced his new identity as Doctor Octopus; this mysterious Kingpin character for another, always operating through an intermediary; and then there was Roderick Kingsley, who (as far as anyone knew) really was just a legitimate businessman. That made Warren suspicious. Perhaps law enforcement, or worse, SHIELD, had gotten their hooks into him and they were using him as a mole. If so, that was a problem that Osborn would have to take care of quickly.

Then again, perhaps Kingsley was just an eccentric millionaire who wanted super-powered bodyguards and was willing to go through black market channels to get them. Stranger things had happened.
"Warren crept into the test-chamber and called out, "Norman? Are you here?"

"Yes, Miles. And I've brought a guest." Norman Osborn stepped out of the shadows, into a narrow column of light emanating from a single lit bulb in the middle of the ceiling. And next to him, with four metal arms glistening as they emerged from the shadows, opaque red lenses concealing his burned-out eyes, appeared Otto Octavius.

"What is this?" asked Warren suspiciously. He was startled enough that he took an involuntary step back.

"Worry not, good doctor," said Octavius. His arms remained still; he made no move to restrain or accost Warren. "My presence here is in the capacity of interested businessman, not intellectual laborer. I have no interest in replacing you as Osborn's scientific peon."

"Now, now, Otto, be nice," chided Osborn. "We need Dr. Warren's help."

"I would imagine so, or else I wouldn't have been called here," sniffed Warren, removing his spectacles and wiping them nervously on his coat. "Forgive me, though, if I'm still a little puzzled by the presence of Doctor Octopus. I thought you two hated each other."

"Well, I'll admit that in the past, our personalities… clashed," said Osborn smoothly. "I detest weakness, and Otto used to be such a sniveling little underling. Obviously, he's changed all that."

"Yes, and back when I worked for Norman, he was such an arrogant, domineering, controlling, imperious—ahem, but I digress." Octavius cleared his throat and calmed himself before continuing. "We're civilized men; recriminations don't become us. Do forgive me. For a long time, I blamed Norman for my 'accident', until I realized what a blessing-in-disguise it truly was."

"I see," said Warren. "So you've put all of your little differences aside, and now you're, what? Partners? Equals?"

"Well, partners, at least," said Osborn. "We're united by a common bond. A common hatred for a common foe."


"Indeed," said Octavius. "He is formidable; but not invulnerable. I daresay with our pooled acumen, we can contrive a design to eliminate the interloping arachnid."

Warren nodded. "Well, as long as it furthers my own research, I have no objections. What do you need from me?"

Osborn smiled. "I seem to remember a minor note on your resume, doctor, which said that in addition to genetics, you had some expertise in the area of hypnosis."

"That's correct."

"Well," said Osborn, "that's convenient. You see, before I can resume my place in the public eye as head of Oscorp, I need to demonstrate to the world that I'm not the Green Goblin. And that's a problem."

"I can see how it might be a bit of a poser, yes," said Miles.

"But with your help, Miles, I think we can create for ourselves a new goblin, someone to assume the villainous identity entirely. Someone who believes he really was the Green Goblin all along—"
"Thereby exonerating you, the moment that the two of you are seen in public together," concluded Warren. "That shouldn't be too difficult. But why not simply hire someone to take the fall?"

"Too messy," said Osborn. "Too easy to trace. Too great a chance that the plan could go wrong if the new goblin is caught."

"This way, all suspicion directed at Norman is utterly and eternally quelled," said Octavius. "Further, it presents me with a unique opportunity to, eh, eliminate some troublesome competition in the world of organized illicit activity. To that end, I've proposed an ideal candidate for our auxiliary miscreant, and—"

"Spare us the purple prose, Otto, and get to the point," said Norman.

"Ah, yes, forgive me my loquaciousness. In short, I've taken it upon myself to create a fiefdom in New York's criminal underbelly. I find myself in conflict with several rivals: Silvermane. The Kingpin. The Big Man. I've deduced that there is some connection between one of these so-called crime-bosses and the manufacturing tycoon, Roderick Kingsley. He is our perfect, in the vernacular, 'fall guy'."

"Hm," said Warren, rubbing his chin. "A wealthy businessman with plenty of resources and some shady connections… yes, it is perfect. Assuming we can convince the world that a perfume tycoon is a super-villain."

"Oh, we won't have to," said Norman. "You see, Miles, thanks to your talents, Kingsley will do the convincing for us."

The following day, Peter went to meet Mary Jane for lunch in the yard outside Midtown High, as per usual. He was pleasantly surprised to find Gwen and Harry both present, chatting amicably with MJ. Peter, tray of horrible cafeteria Salisbury steak in hand, plopped down on the bleachers. "Hey guys."

Everyone looked up at Peter, but nobody said anything for a long moment.

"Ah," said Peter, "awkward silence. How I've missed you, my old friend."

MJ nudged Harry with her elbow, and Gwen said, "Cowboy up already, Osborn."

Harry sighed. "Pete… listen, I guess I owe you an apology. I've already said this to MJ, but… I was a little jealous of you two, and I maybe didn't handle it in the best way."

"Really?" said Peter. "I'd barely noticed."

"Be serious!" said Harry, tossing a french fry at Peter. "I'm trying to be sincere over here!"

"Okay, okay," chuckled Pete. "Continue."

"I just wanted to work through… all of my issues on my own. Stay out of your way, keep the drama to a minimum." Harry leaned back and put his hands behind his head. "I mean, let's face it, you two have been totally in love with each other since before we even met—"

"Practically married," chimed in Gwen.

"You stop," said MJ with a roll of her eyes.

"—and I know I never really stood a chance. S'okay, though," added Harry. "Plenty of fish in the
"Would we be talking about Liz?" asked Pete.

"We might be," grinned Harry. "Maybe. We'll have to see about that. So… are we good?"

"Yeah," said Peter. "We're good. Although…"

Harry became intrigued. "Although…?"

"If, say, you wanted to make it up to me… you know, for giving all of us the silent treatment for a few weeks… I did have a favor to ask."

"Name it."

"Well," said Pete, "J.J. wants me to help cover this Oscorp story. Something about a press conference and new management—"

"Yeah, I think I remember Menken mentioning that once or twice," said Harry. "You want to score a little inside exclusive for the *Bugle*? I can definitely set you up with that. No problem at all, buddy."

"Great," said Peter. "Thanks, Harry."

"Don't mention it. In fact," he added, "now that you bring it up, there's supposed to be some kind of after-party following the conference, at the mansion." (It was understood by all present that when Harry spoke of "the mansion", he meant "my enormous house, lately inherited from my deceased father"). "A real high-society snooze-fest. I'd love it if you could all be there to liven things up."

"Oh my God, are you serious?" asked MJ. "Yes, definitely! Right, Peter?"

"Sure," said Pete with a nod.

Suddenly, all eyes fell on Gwen Stacy. "Uh… maybe," she said. "It all kind of depends on my dad. Considering that I am still grounded for… what time is it now?"

"Twelve thirty," supplied Peter, happy to lob a softball at a fellow aspiring comedian.

"—Oh, then it's only another hundred and fifty years," she finished.

*I do love me the classics,* thought Peter.

"Gimme your address," said Harry to Gwen.

"My what?"

"Your address. To your house. I'll take care of it."

Gwen looked askance at Harry. "You'll take care of my being grounded?"

"We Osborns are used to getting what we want. I want to see my friends at this party. So I'll take care of it."

Gwen shrugged. "All right… but you haven't met my dad. He's pretty good at getting his way too."

"Trust me," said Harry. "And remember, this is going to be all formal and stuff, so dress up. Pete, we might have to rent you a tux."
MJ and Gwen suddenly fixed predatory stares on Peter. He groaned aloud and let his head sink into his hands. What had he just gotten himself into?
Revelation

The Osborns. Well, Harry is like a brother to me. Really, he is. It's just that... sometimes... he can be a little jealous of the people around him. It's funny, you know? He's had things growing up that I could only dream of—his parents in his life, all the money in the world—and he's the jealous one. Maybe it's because he got picked on, just like I did, but while I was getting called "egghead" and "bookworm" and "four-eyes"—you know, made fun of for being smart—he was "daddy's boy" and "little rich kid". That was how people saw Harry. He didn't have my brains or Flash's muscles or MJ's outgoing personality. They didn't see him; they just saw money and the last name "Osborn".

I guess I can't really imagine what dealing with that is like.

Last year... maybe I shouldn't even be talking about this, I mean, it's a confidence after all... but, last year, Harry and I both tried out for the football team. I don't know what we were thinking; like most of life in high-school, it's all part of the never-ending popularity contest. Sometimes it can make you a little crazy, and you stop thinking. I knew that with my spider-powers, I would be a shoo-in. Lucky for me, I came to my senses at the last minute and quit the tryouts. But Harry? He made it onto the team. Easily.

And he's never been any better at sports than me (pre-spider-bite, that is).

Me and MJ, we were really proud of Harry. I had no idea that he was using a performance enhancer. And I don't just mean "juice" or "dope" or whatever they're calling steroids these days: he somehow got his hands on one of his dad's experimental formulas. Oscorp Performance Enhancer, Formula zero-zero-zero. "00Z". Harry was drinking the stuff. And it made him stronger, faster... meaner. And badly addicted. He even blacked out sometimes... just forgot where he was, checked out, and fell asleep. Poor guy.

Then, one day (I know, I know, it's too late to make a long story short), Spider-Man found Harry Osborn unconscious, wearing the Green Goblin's costume. I mean, can you even—?—no, you can't understand what was going through my head then. I thought that my best friend was also secretly my worst enemy.

Only, he didn't remember any of it. And that's because it was all a lie. You see, Harry's scummy dad really was the Green Goblin all along. Norman Osborn was treating himself with the performance enhancer too, but in smaller doses, inhaled as a vapor over a much longer period of time. He might have been a nutty nutbar from the nut-factory, but he was still mostly in control. No blackouts, no memory loss. That jerkwad knew that he was the Goblin, and he tried to frame his own son, by sticking him in the costume while he was knocked out from taking that freaky-deaky drug that he invented! Thinking about that makes me so—gah, I just can't stand it! How absolutely evil some people are!

Well, anyway, it's over now. The last time I fought the Goblin, he threw one of those creepshow pumpkin-bombs at me, and I just... I just reacted. I snapped it back at him with a web-line, and, poof, boom. Green gas, big explosion, Halloween scream, no more Norman. Not even bits of him left.

I'd like to tell Harry how sorry I am... except, I'm not really sorry at all that his worthless d-bag of a father is gone.

• • •
The day of the Oscorp press-conference arrived. Between MJ, Gwen, and Aunt May, Peter had been fussed over, gussied up, spit-shined, and now shanghaied into a rented monkey-suit... which, admittedly, looked pretty darned good on him. It was a three-piece, not a full tux, but still pretty sharp. Mary Jane hadn't yet allowed Peter to see the dress that she intended to wear to the after-party, and Gwen had yet to even admit that she would actually wear a dress, so most of the attention thus far had been focused on Peter. He was altogether grateful that he would have to leave ahead of everyone else, in order to attend the press-conference itself and take photos for the Bugle reporter, Ned Leeds.

"Oh, Peter, you look so very handsome," said Aunt May. Her voice caught a bit in her throat. "You look—oh, my. You look just exactly like your father when he was a young man."

They were in the Parkers' living room, where May and MJ both were still fawning over Peter, right up to the moment he had to leave, lest he be late to meet Ned at Oscorp. But as much as he would have wanted to escape right then and there, Aunt May's words gave Peter pause. "You really think so?"

"The spitting image," said May with a motherly smile. "If your parents and your uncle were still with us, I know they'd be so proud. My little man."

Peter didn't know what to say. MJ could tell what he was feeling, though. She took his hand, squeezed it tightly, and said, "Go get 'em, Tiger."

With a nod, Peter grabbed his camera-bag and headed out.

• • •

Anyone who looked up into the air between the buildings of Manhattan that afternoon would have seen an odd sight: Spider-Man, masked as usual, but wearing a nice three-piece suit and tie over the rest of his costume, and in stocking feet (with shined penny-loafers in a web-bag slung across his back). He swung from building to building at a leisurely pace, knowing full well that web-slinging could get him across the borough faster than any bus or taxi. There was no way he would be late for this appointment.

Down below, a woman screamed. "Help! My purse—thief! Stop him!"

Peter sighed. *I don't know whether to be ticked off or thrilled. I can't be late, but I haven't seen any real action in days.* But Spider-Man never really had a choice. He could help people; the decision was always already made.

So, descending on an elastic thread of webbing, he dropped down to the street below. Early autumn in Manhattan, it was brisk out but not cold; most of the people walking on the sidewalks weren't even wearing jackets. But one woman in a nice (if unseasonable) fur coat was making a real ruckus, screaming over her snatched purse. And the thief, presently sprinting away from the woman, was impossible to miss, since he was well over seven feet tall and built like a linebacker. In fact, Spidey recognized him: it was Ray Bloch, better known as "Ox"—one of the Big Man's three Enforcers.

With a leap and tumble through the air, Spider-Man sprang clear over Ox's head and landed in his way, facing the big thug with his arms crossed. "And just where do we think we're going?" asked Spidey, looking up through his mask at the enormous crook.

Peter, barely five-feet-six in height, was positively dwarfed by Ox. And yet, when Ox saw that mask—the mask of a man who had conked him one on the noggin so many times—he froze in sudden fear. Then he noticed the suit and socks. "Hey—what is this?"
Pete looked down at his clothes and said, "Let's just say I'm late for a business meeting, okay? Now, before I beat the dingles out of you, answer me one thing: purse-snatching? Isn't that just a little bit beneath you?"

Ox sighed and his shoulders slumped. He looked honestly ashamed. "Yeah… yeah, I know. But times are tough. The Big Man is on the run, the Kingpin is takin' over everyone's old territory… anyone who wants to be somebody's gotta show him what they can do."

"And this is what you can do?" Spider-Man was now tapping his foot on the sidewalk, in a fine impression of Aunt May at her angriest.

"All right, all right, jeez!" snapped Ox. "You don't have to lay it on so thick!"

It was then that Ox's two partners, Fancy Dan and Montana (the former in silk slacks and a blazer, with his two prize nickel-plated Colt .45s holstered underneath; the latter in a fringed buckskin duster and a cowboy hat, bullwhip curled at his belt) came back from across the street, having just purchased a couple of hot dogs from a cart-vendor. Upon seeing Spider-Man confronting Ox, they both started and reached for their weapons, Montana snatching his whip and Fancy Dan grabbing both guns... at the expense of his hot dog, which fell to the street with a sorry "splat".

"Spider-Man!" griped Dan. "Crap, man, you went and made me drop my wiener."

Everyone turned and stared at Dan for a moment, open-mouthed, before Spidey said, "Okay, not gonna touch that one. Way too easy."

Then, in an instant, they were all in motion. "I'm just plumb tired of you, varmint," drawled Montana, snapping his whip at Spidey. Pete was already turned around and flipping through the air, up and over Ox and plastering him to the street with a mass of webbing.

Ox could only struggle in futility. "God, I hate this web stuff."

"I am so gonna mess up that suit!" shouted Dan, who fired a few well-aimed shots from his pistols. He would have hit anyone without spidery reflexes fast enough to dodge bullets. But Pete was just way too fast, and he'd been craving action for so long that he was in rare form now.

"Can't let it happen, chief," said Spidey, who now turned his web-shooters on Dan's pistols. "It's embarrassing to admit, but… this is a rental." Soon enough, the guns were glued to the Enforcer's hands, all webbed up with no way to fire.

Now Spidey was only facing one opponent, and as good as Montana was with a bullwhip, it wasn't like facing Doc Ock's arms or anything. "Why in the Sam Hill don't y'all just leave us alone?" shouted Montana, snapping his whip left and right and utterly failing to connect with his nimble target.

In one easy motion, Spidey caught Montana's whip and pulled hard, dragging the man off balance and into the masked hero's vise-like grip. "Wouldja believe, because I love you?" quipped Spidey. Then, with a swift fist to the forehead, he knocked Montana out cold.

A police car, lights flashing, pulled up to the curb just as Spider-Man finished webbing Montana and Fancy Dan to the sidewalk next to Ox. Never one to wear out his welcome, Pete quickly fired off a line and sailed into the air again, leaving the cops to handle the cleanup. Once he was a good distance away, he realized that the lady's stolen purse was probably still tangled up with Ox in that mass of webs, but, oh well. I wanted some action, mused Peter, and that barely qualified. Almost makes me miss the big-time super-villains. Almost. At least it didn't make me late for my
When Peter arrived at the Oscorp building, he found a dais with several chairs and a podium set up on the grounds outside. A crowd of reporters and photographers had already gathered there, including Ned Leeds, who was talking to Jameson on his cell phone.

"Sorry, J.J.," he was saying. "There's no story."

Jameson's reply was loud enough that even Peter could hear it. "What _doya mean there's no verkakte story!?"

"Just what I said," said Leeds. "Roderick Kingsley wasn't kidnapped, he just took off for a few days without telling his employees. I guess an assistant got panicked and called the cops or something. But I just interviewed Kingsley myself, in his own office, this very morning. He's fine. Rich guy takes an impromptu vacation? That's no story, Jonah."

"All right, fine! But you'd better turn up something good with this Oscorp business! Is Parker there?"

"Yeah, boss. Talk to you later." Leeds quickly hung up and turned to address Peter. "Hey, Parker. What are you all dressed up for?"

"Oh, uh, Harry invited me and some of our friends to a party after the conference."

"The inside scoop with the kid who owns the company? Pretty slick!" Here Ned took out an old tape-recorder and passed it to Pete. "Think you can snag a few quotes while you're hobnobbing with the bigwigs? I don't think my press pass will get me in as far as you."

"Yeah, sure thing, Ned," said Peter.

Before Leeds could say anything else, a gasp arose from the crowd. Cameras flashed, but the assembled reporters fell silent. It was as if a ghost had appeared amongst them… for, sure enough, Norman Osborn had emerged from within a coterie of Oscorp executives. While the suits (and Harry, looking positively shell-shocked, but overjoyed beyond measure) took seats on either side of the podium, Norman marched up to the microphones and quoted, "The report of my death… was an exaggeration."

Those words were like a starting-gun at a horserace. Reporters began to shout questions from all corners, and Ned said to Peter, "Are you seeing what I'm seeing?"

Peter was too stunned to reply. _No… it can't be… how can that evil whack-a-loon still be alive? How?!_ He was so lost in his thoughts that he barely noticed Ned trying to prod him into action.

"Parker!" said Ned. "Pix!"

It was a slow crawl back to reality for Peter Parker's brain. He felt as if he were moving through molasses, a slow-motion dream, as he raised up his camera and took a few easy shots. He was on auto-pilot now; Peter Parker had gone bye-bye. _Osborn is alive. The Green Goblin is back. Harry is in all kinds of danger… but he's up there grinning like he just won the lottery._

Meanwhile, Osborn was trying to silence the crowd so that he could address everyone at his leisure. "Ahem… to make this easier on everyone, I've prepared a written statement. Then I'll take your questions. If that's all right with all of you?" Polite, nervous chuckles answered back from the
reporters. Here, Osborn took some folded papers out of his jacket, laid them out on the podium, and began: "To start with, let's get one fact straight, right away: I am not, nor have I ever been, the costumed villain known to the world as 'the Green Goblin'. Yes, the Goblin's glider and weapons are Oscorp military technology, but as I'm sure the esteemed and assembled members of the press here today will all remember, that tech was reported stolen several months ago…"

Osborn continued to drone on at length about the Green Goblin, his own fears for his life and for the safety of his family, and his concern for the Oscorp shareholders, given the wild and unfounded accusations besmirching his good name. Then he detailed his choice to lay low by leaving the country until the rumors, and any immediate danger from the Goblin, had passed.

Peter barely registered most of what Osborn was saying. All he could think was: Osborn, you lying creep. You're the Goblin, I know it, I saw you with my own eyes. And if I have to stop you again… oh, God. Poor Harry. No matter what happens, no matter what I do, he's the one who's going to get hurt here.

Osborn spoke for a bit about how he would be resuming control of his company immediately. He thanked Donald Menken for handling his affairs in his absence. Then he came to a close with a vow to oppose the Green Goblin and work with the NYPD to finally bring the villain to justice. "…And even though this monster has threatened me, and my family—" here, Norman rested a paternal hand on the shoulder of Harry, seated at his right side, "I know that they stand with me in the faith we have in our city's law enforcement to quickly bring this nightmare to an end. Thank you. Now I'll take your questions… let's start with the Wall Street Journal—"

Osborn's voice was soon lost in a tizzy of shouted questions and flashbulbs.

Peter Parker had a few questions of his own. What are you up to, Osborn? How do you think you're going to get away with this—and how is Spider-Man going to stop you?
Harry Osborn was practically skipping for joy once the press-conference had ended. He dashed up to Peter and said, "Can you believe it, Pete? Can you believe this guy?"

Norman followed calmly behind his son, smug and self-assured, as always.

Peter was still just kind of stunned. "He… faked his death…"

"You'd better believe it," laughed Harry. "I mean, I get why he couldn't tell anyone. He had to protect me, protect the company, but… aw, I just don't care! My dad's alive… and he's not the Goblin!"

I wouldn't be so sure of that, Harry, thought Peter. Nevertheless, he forced a smile and said, "That's great, man. I'm really happy for you."

"Peter Parker," said Norman Osborn. "Here with the Bugle, I see. And you are?" Norman glanced in Ned's direction but didn't offer his hand or any other friendly gesture.

"Ned Leeds, Daily Bugle. Do you mind if I ask you one quick question, Mr. Osborn?"

"Fire away."

Leeds took out a memo pad and pencil. "The Green Goblin hasn't been seen in months. Do you think we've seen the last of him? Or do think that he's been lying low, waiting for you to come out of hiding?"

"I can't begin to speculate on what that madman will do next," said Osborn dismissively. "Now if you'll excuse me, we have quite the drive ahead of us to get home. Peter, would you like to ride with us?"

"I already sent a car for Gwen and MJ," added Harry. "We might as well ride together and meet them there."

"Yeah… sure, sounds great," said Peter. He realized that he was doing a very poor job of putting on a good face, but he couldn't help it.

Being within ten feet of Norman Osborn made his spider-sense twitch constantly.

The drive to the Osborn manor was long and tense. Peter tried to cover for his nervousness by making like a reporter and asking Norman for a few more quotes on the record. He lobbed softball questions and got well-rehearsed, canned answers back. Norman was as calm and collected as ever, while Harry spent the whole time basking in the presence of his back-from-the-dead dad.

When Osborn's Rolls-Royce pulled up to the front steps of the mansion that evening, Peter stepped out to see a chauffeur helping Mary Jane and Gwen Stacy exit a limousine. At the sight of these two girls, Peter's jaw dropped. MJ looked absolutely stunning in a floor-length, black sequined ball-gown. But then, there was Gwen Stacy, wearing a similar gown of ice-blue. Gwen Stacy. In a dress. Peter never imagined he'd see that in a million years.

"Well, I'd better go inside and greet my guests," said Norman. "I'll leave you to your little
As Norman walked off, Harry said to Pete, "That's probably the last he'll talk to us all night." Harry Osborn didn't care, though. He had a new appreciation for what an important man his father was—and what his time was worth. Besides, now that he was back, there was all the time in the world for them to reconnect.

Mary Jane walked straight up to Peter and struck a model's pose. "Well, Tiger, what do you think? How does little MJ clean up?"

Peter didn't have words. "Guh—buh—wuh…"

Gwen laughed aloud. "Nice job, Red. You broke Petey." Then she turned to Harry and said, "I've got to admit, Osborn, you were right. When your freakin' limo pulled up to our house, my dad figured that he didn't have a choice and just had to let me go. Classiest way to get a girl off being grounded ever."

Harry offered an arm to Gwen, to escort her inside. "Shall we?"

"Sure thing, Slick," said Gwen, taking Harry's arm.

Once they were out of earshot, Mary Jane said, "Your turn, Mr. Super-Hero. Aren't you going to invite me in?"

"MJ," stammered Peter, "you look—just—you, uh—wow."

MJ giggled and took Peter's arm. "I got that when you were sputtering syllables."

Norman Osborn's "comeback" party was a swanky high-society scene. Influential businessmen and politicians were present and accounted for. There were even a few scattered celebrities. Peter right away noticed that even J. Jonah Jameson was here, mingling with the upper crust. In fact, Jameson noticed Peter at the very same instant. "Parker!" he barked. "Perfect—do you have your camera? Get a photo, now!"

Jameson got the attention of several businessmen and philanthropists around him and somehow got all of them to turn and face Peter and MJ. Peter shrugged, pulled out his camera, and adjusted the shot for a wide angle. There was Jameson in the middle, next to Anastasia Hardy and Norman Osborn. Wilson Fisk took up quite a lot of the shot. Then Peter swallowed. L. Thompson Lincoln—Tombstone himself—was also in the shot, next to the politician, Sam Bullit.

"Parker!" hissed Jameson through smiling teeth. "Any day now!"

Peter snapped a few shots and then put down his camera and nodded to J.J., signaling that he'd gotten what he needed. With that, Jameson went back to schmoozing, and Peter was able to turn his full attention back to Mary Jane.

"Are we off the clock now, Pete?"

"I'm all yours, Red."

MJ grinned. "Just the way I like it."

Arm in arm, they walked over to a long table with a punch-blow and crystal glasses, where Harry
was busy ladling out drinks for himself and Gwen. "...I guess this is sort of like a prom for rich, old folks," Gwen was saying. "Of course, you'd never catch me dead at a school prom. It just wouldn't mesh with the rep I'm trying to build."

"Really?" said Harry. "I thought maybe I could change your mind about that."

Gwen chuckled at that and said to Peter and MJ, "Look at Mr. Slick over here, trying to be a player. Harry, I thought you were all over that one cheerleader what's-her-name, the Allan girl."

Harry handed Gwen a cup of punch and said suavely, "Maybe I'm just trying to keep my options open."

"Oh, well in that case," said Gwen with a roll of her eyes, "on behalf of options everywhere, Mr. Osborn, I'll... keep you in mind too. No promises, of course. This may just be the first and last time that you guys ever get to see me in a getup like this."

"That would be a real shame," said Harry.

Just then, the foursome was interrupted by another girl, roughly their age, who approached the punch table. Her hair was platinum blonde, almost white, and she wore a slinky little black dress that even rivaled MJ's in sheer wow-factor. "Harry?" said the newcomer. "It's been ages!"

Peter was a little stunned by the arrival of this girl, but it wasn't because of her looks. What in the hell? Spider-sense... because of her?

MJ cleared her throat and elbowed Peter, who coughed and said, "Uh, Harry, do you want to introduce us?"

"Oh, right. Guys, this is Felicia Hardy. Felicia, these are my friends from Midtown: Gwen, Peter, and Mary Jane."

Peter snapped his fingers and said "Wait a minute, you're Anastasia Hardy's daughter, aren't you?"

"You know my mother?" asked Felicia.

"Well, I know of her," said Peter. "I mean, the Hardy Foundation funds half the scientific research at ESU."

"Yes, it does. It's all very... interesting, I guess," said Felicia in a voice positively dripping with boredom. "Say, Harry, why don't we go someplace quieter and catch up on old times?"

Harry looked over at Gwen, who shrugged and said, "Go on, Slick. Have fun. I'll stay here and hang out with 'interesting' for a while."

With that, Harry and Felicia disappeared, leaving Gwen alone with MJ and Peter. She turned to her two remaining friends and said, "At least you guys still love me, right?"

MJ was about to answer Gwen, when Peter pointed into the crowd and said, "Hey, look over there. Isn't that Johnny Storm?"

"No way!" said Gwen. "The Human Torch? If I get to meet him tonight, that will totally make my week!"

"You should go over and say hi," said Peter.

"I think I will," said Gwen. "He's literally the hottest guy in the world! Uh, ya know, because of the
whole 'flame on' thing… anyway, I'm gonna… yeah." Gwen ambled over towards where Johnny was standing, while Peter and MJ followed behind at a respectable distance.

"So," whispered MJ, "Does the Torch know about your… you know?"

"What?" Peter whispered back, surprised. "No! I mean, you are the only person in the world who knows about my… that."

"Have you ever met him, then? As You-Know-Who?"

"Twice," said Peter. "The first time, we… kind of fought to draw. Bit of a misunderstanding. The second time it was a proper team-up. Back in the summer, during the whole alien invasion thing."

MJ nodded. "Cool."

By now, they caught up to Gwen, who had most definitely caught Johnny Storm's eye. "Well, hello gorgeous!" he was saying. "You have just got to be the best thing that's happened to me all night."


"Johnny," he said, taking Gwen's hand to kiss it. "But I guess you already knew that." Then he pointed at Peter and MJ. "And these would be… star-struck friends of yours?"

Gwen glanced over at her friends and nodded. "Mary Jane Watson and Peter Parker," she introduced.

Johnny took Peter's hand in friendly handshake and said, "Nice to meetcha… say… Parker. Parker. You seem familiar; have we met?"

Peter indicated the camera still hanging around his neck and said, "Maybe. I'm a news photographer."

"Right! You're the guy who takes pix of the Webhead! Hey, the next time you see Spidey, can you tell him that I'd like a friendly rematch?"

Peter was about to answer, we suddenly the glass-and-steel domed ceiling of the Osborn mansion's ballroom gave way. Glass shards fell like rain, party guests screamed and scrambled for cover, and everything went to hell.

• • •

The newly-blasted gaping hole in the ceiling filled up with a cloud of green vapor, and maniacal laughter echoed through. A devilish, raspy, high-pitched voice called out: "Osborn! You simpering, cowardly fool! Did you really think that you could hide from me?"

Peter couldn't believe his eyes. Norman Osborn was cowering on the floor with the rest of his party-guests; he looked genuinely terrified. And when the Green Goblin emerged from that cloud of smoke to hover over the bedlam, there was no mistaking his glider, his purple armor, or his diabolical green mask. It was the genuine article, no mistake. How… how could I have gotten it so wrong? Did the Goblin really have us all fooled, this whole time? Just who is this guy?!

Peter quickly scanned the room. Tombstone and J. Jonah Jameson were both near the exit, helping Anastasia Hardy to beat a hasty retreat. Wilson Fisk and several other party guests were lying in the middle of the chamber, near where the chandelier had crashed into the floor. They were all covered in cuts and bruises, most of them unconscious or otherwise incapacitated. Norman was picking his
way past a mangled ruin of a table, calling out for his son. "Harry! Where's Harry?"

"Dad?" Harry called from some other corner of the room. "Over here!"

Peter turned to look at MJ and Gwen. "Are you guys okay? Anybody hurt?"

Both girls affirmed that, despite being shaken up, they were uninjured.

"All right, you three stay here," said Johnny. "It was time I taught this creep a lesson. Like, 'how hot does it have to get to burn off an ugly green mask?' FLAME ON!" In an instant, the Human Torch was engulfed in flame, and he levitated up into the air to face the Goblin.

Gwen let out a cheer. "Awesome! Go get him, Hot Stuff!"

Peter took MJ aside and whispered, "Hey, I have to get away to—"

"I know, I know. Go." MJ turned and grabbed Gwen. "Come on, let's go find Harry and that Hardy girl—"

"Okay," said Gwen. "Hey, wait, where's Pete going?"

"Uh, you know," stammered MJ. "Photography… uh, angles? And—composition, or something—"

"Oh, right, duh," said Gwen, swatting herself on the forehead. "Come on, Red, let's go get Mr. Slick before the Goblin kills his dad."

• • •

"Well, well, the Human Matchstick," sneered the Goblin. "I should have known you'd be here."

"You'd better believe it," said Johnny. "Now I'm gonna bring the heat!" He lobbed a few fireballs that the Goblin easily dodged, before focusing his powers into a solid jet of flames. The Goblin merely turned sideways, using his glider as a shield; the flames licked around the sides of it, but otherwise they bounced harmlessly off.

It was then that Peter chose to make his appearance, casually dangling upside-down from a web-line next to where the Torch hovered. "Hey, Hot-Head. Is this a private party, or can any super-hero join in?"

Johnny smirked. "Should've figured you'd show up."

Spidey shrugged. "Yeah, well, you know. I'm a pest that way."

"One that I'm only too happy to exterminate," growled the Goblin. He tossed a few pumpkin-grenades their way before launching a razor-bat at the web holding Spidey up. Spidey was quick to spin another web and swing from the ceiling, turning in mid-air to catch the grenades before they could land on the party-guests. The grenades, suspended in a web-net, went off with their typical puff of green gas, followed by an explosion that sounded like a mocking parody of a human scream —aaah!—aaah! Nevertheless, the blasts were strong enough to shake the columns supporting the rest of the ceiling.

"He's gonna bring the whole place down!" shouted Johnny. "I'll hold him off, you get the people out of here!"

"Right!" said Spidey, who swung down to help the injured.
The Goblin cackled madly and spun a lazy loop-the-loop on is glider. "For everything there is a season," he half-sang, half-croaked, "and Gobby wants the Osborns dead… so what if I've taken leave of reason? I'm going to take the Torch's head! Hehehehoohoohahahaahah!" As he laughed, he dove his glider at Johnny, and he really seemed to be aiming to slice through his neck with the glider's razor-sharp, bat-winged edges. Johnny dodged aside, but the Goblin merely doubled back and activated one of the myriad gadgets at his disposal, blasting a cone of whitish vapor all over the Human Torch… which put out his flame and sent him careening down to the floor, coughing and choking.

"Let that be a lesson, kids," snickered the Goblin, facing an imaginary fourth wall and addressing nobody but the voices in his own head. "A fire extinguisher is much more effective than 'stop, drop, and roll'. Hehehehehe!"

The Goblin's monologue was cut short by a web sticking to the bottom of his glider. Peter, down on the ground, planted his feet firmly—even using his spider-powers to stick there—and pulled, hard, tugging the glider right out from under the Goblin's feet. Taken by surprise, the Goblin screamed as inertia carried him straight into one of the ballroom's marble columns. Then he slid all the way down to the floor with a loud, cartoonish squeeeeeeek, even leaving a goblin-shaped impression in the column where he'd impacted it. The glider didn't merely stop, though. It kept powering through the air, turning in twists and spirals, while Spidey remained firmly stuck to the floor… that is, until the glider made for the hole in the ceiling.

"Whoa, Nelly!" cried Pete, hanging onto his webbing for dear life. The goblin-glider sailed off into the air, high into the sky, up, up, up, and still Peter hung on. His muscles bulged, and his webbing stretched to its limit. One strand finally snapped, and then another, and another… and then the whole web broke. Peter fell backwards and landed on his butt, probably bruising his tailbone. The glider now spun around in the sky and headed back to the ballroom.

Laughing madly, the Green Goblin rose to his feet amongst the debris on the ballroom floor. With one finger on his wrist, he was controlling the glider remotely. In seconds flat, that most formidable device was back in the room and Goblin was once again upon it. Spider-Man stood up, ready for any attack that the Goblin might launch his way… but not for what he actually did.

The Goblin pointed one green-gloved hand at Norman Osborn and the other party guests. "Surrender, Spider-Man! Or someone dies tonight!"

Peter stood fast, fists up. "What do you want, Gobby?"

Finally seeming to muster his courage, Norman Osborn stepped in front of the crowd. "Yes, Goblin, what do you want?" he asked. "Money? Revenge? What's your purpose here?"

The Goblin fired the beam-gun concealed in his glove, aiming at the floor before Osborn's feet. Norman jumped back and cried out in surprise as the laser-blast blew a small crater in the floor. "Now, now, this is no time to suddenly develop a nasty case of backbone!" said the Goblin. "What do I want? Why… don't you know? Goblins… just want to have fun!" He lifted up into the air a few feet and came down in between Osborn and the rest of the party guests… where, Peter realized to his horror, MJ and Gwen were crouched next to Harry.

"I just want a little playmate," said the Goblin, sailing over the heads of the frightened people. He paused, hovering over Harry Osborn. "Your son, perhaps? A bit cliché." He started pointing at random people, counting them off. "Eenie… meenie… miney… Hey, Moe!" In a blur of motion, he swooped down and grabbed Mary Jane by the wrist. She screamed. The Goblin lifted her up off the ground by one arm and dangled her out in front of him. "Hello, my dear! You'll do… for now."
Peter let out a scream of his own, a pained cry: "NOOOOO!" He ran across the floor and made ready to swing up into the air, just as the Goblin, Mary Jane held fast in his arms, rocketed for the hole in the ceiling. He had to catch them, had to stop the Goblin, had to… click. Click—sputter—_click_. His web-shooters… the left was empty already, and the right spat out a two-foot strand of wet web-fluid before it died too.

Peter looked over at Johnny, who was only now coming to, and skidded to a halt. "Torch!" he yelled. "The Goblin—you have to go after him! He's got—he's got her!" Panicked, Peter was fumbling to change the fluid cartridges in his web-shooters, while at the same time trying to prod the Human Torch into action.

Johnny shook his head, tried to clear away the fuzzy feeling in his brain. "Flame on!" It didn't work. He tried again. This time, he got a few small tongues of flame springing up from his shoulders and his hands. The third attempt finally called forth his full powers, and he shot up into the air… but by the time he was past the ceiling and up in the sky, it was simply too late.

The Green Goblin had vanished… and he had taken Mary Jane Watson with him.
That very night, at the stroke of midnight, Norman Osborn and Miles Warren met within the mazelike depths of the Oscorp Industries R&D facility. Dr. Warren entered the lab, carrying with him a small, lead shielded case. Osborn stood in the observation room, smiling to himself, as if he were enjoying a private joke.

"The evening news was... most entertaining," said Warren. "It seems that every influential citizen in New York City just witnessed the Green Goblin attack Norman Osborn in his own home."

"Indeed," said Osborn, who finally burst out laughing, a deep-throated chuckle of mirth and victory. "It couldn't have gone any better! Our new Goblin was in fine form. Miles, I must congratulate you: you do excellent work."

Warren adjusted his glasses and placed his hands behind his back. "Well, then. Onto the next phase of our plan."

"You've brought it?" asked Osborn.

Warren held up the case and removed the shielding, revealing a small glass enclosure which contained an elaborate little spider-web... and a single, tiny red-and-blue spider. "To my great annoyance, Dr. Connors took most of his own specimens with him when he left ESU. Fortunately, I was able to secure this little beauty without his noticing. It's rather remarkable, you know, Connors' work. And yet, he never even suspected what he had, under his very nose, all this time."

Osborn was honestly curious. "Then how did you figure it out?"

"It was something that Sergei Kravinoff said to me, when he first came to my lab, asking for my, erm, assistance with a genetic upgrade. He said that my lab smelled just like Spider-Man; that he must have gotten his powers from there. Naturally, I let Kraven believe that I had been the one to give Spider-Man his powers, for a considerable sum of money. Then I merely offered him the same deal, and, well, he jumped at the chance. You know as well as I do how that turned out." Miles set down the case, removed his jacket, and put on a white labcoat which had been hanging over a seat near a control panel.

Then he continued. "But he got me to thinking... was it possible? Were Connors' super-spiders responsible for the existence of the Web-Slinger? I've run numerous tests on this specimen's venom, and all my data point to one conclusion: yes. We can make our own Spider-Man."

"Can this... specimen be replicated?"

Miles stroked his chin thoughtfully. "Without Connors? Not likely. I'm afraid we only get one chance at this. We'd best make it count."

"Well then," said Norman, turning to one of the control panels, "all that remains is to wait for our test-subject." He pressed one button on the panel before him, causing the opaque shielding between the control room and the larger test-chamber beyond to rise slowly up into the ceiling. Now that the test-chamber was visible to them, Norman touched another control, and the ceiling of that chamber divided in two and opened wide, exposing the starry sky overhead.

"When Kingsley returns, what shall we do with him?" asked Warren. "Do you intend to let him keep being the Goblin?"
"There's no need," said Norman. "I'm sure to be cleared of all suspicion by tomorrow morning. Kingsley's served his purpose. We'll let him go back to his life… unless, of course, we should have need of his 'services' again."

A while later, the skies over the Oscorp research campus were filled the sounds of goblin-laughter and the dull roar of a high-speed glider. The Green Goblin, carrying an unconscious Mary Jane, landed right in the middle of Osborn and Warren's test-chamber. "One guinea-pig, delivered as ordered," giggled the Goblin. "Don't worry; she isn't damaged. Just fainted dead away from fright!"

"That's enough, now, Goblin," said Osborn into a microphone in the control-room. "Put her down on the slab."

The Goblin did as he was asked, depositing MJ onto an operating table. Then he turned to face the window (which was mirrored on the test-chamber side) and shouted at his own distorted image, "What about me, Osborn? Do you have my payment ready?"

Osborn smirked and turned to Warren. "Give the man his 'payment', Miles."

Now Dr. Warren turned to the microphone, depressed the button, and spoke in a clear, commanding voice: "The rain in Spain."

Upon hearing that hypnotic trigger-phrase, the Green Goblin instantly fell into a waking trance. His arms and head slumped down, and the stood there in the test-chamber, as motionless as a mannequin.

"Remove your costume, and wait for us in the lobby," commanded Warren.

Zombie-like, the Goblin did as he was asked. First he pulled off the green rubber goblin-mask, revealing the face of New York businessman Roderick Kingsley. Then he stripped off the purple armor, casting it aside in pieces as he exited the test-chamber.

Osborn smiled and stood up from the control panel. "I'll go tell Kingsley that we met for drinks at the country-club, and he had one too many. Then I'll call him a cab. In the meanwhile… proceed with your work."

"Of course, Norman," said Miles. "I'll see you tomorrow." Then he reached for a syringe and the case with the spider.

Oh God, oh God, oh God. Mary Jane! The Goblin… he just… he just took her. At random? I think he picked her at random, out of the crowd. Just because. For no good reason. He couldn't possibly suspect… could he? Does he know who I am? Did he take MJ because of me? No… no way. It doesn't make sense. He didn't gloat, he didn't dangle her in front of me like bait. He just took her, and, zoom! Gone!

AAAAARRRRRGGGHMMM!

Why-why-why did he do that?! Okay… okay, Pete, get a grip. Calm down. First off, the Green Goblin does not know who you are. If he did, he would have said something. He would have gone off and threatened Aunt May or something. No, this was just some random… weird, goblin-crazy weirdness.

He said that he wanted a 'playmate'. What on earth is that supposed to mean? If he hurts her in any
way… I'll do what? I can't do squat until I find him! All I can do until then is swing around the city, worrying to myself like a neurotic nutcase, until the Goblin decides to come crawling out of whatever creepy hole he's hiding in.

WHAT—THE—CRAP!? I can't take this! Goblin, where the hell are you hiding?

MARY JANE! Where are you…?

• • •

Peter had been web-slinging around the city for hours. Even his spider-strong arms were starting to get tired. He wasn't going to be able to keep this up much longer. Then he spotted the Human Torch, hovering above a nearby building, waving his arms and trying to get Spidey's attention. Peter steeled himself against the prospect of bad news and swung over to where Johnny was waiting.

"Anything?" he asked, landing on the building. He was so tired, he felt like collapsing in a heap right there.

"Nothing," said Johnny. "Sorry." He floated over to the side of the building and sat down, extinguishing his flames. His own suit had been burned away entirely, leaving only his well-known blue Fantastic Four uniform. After a while, he said, "You really care about this girl."

Peter tensed up and tried to think fast. "Er, uh… yeah, of course I do. I mean, she's an innocent civilian, who knows what the Goblin might—"

Johnny held up a hand and said, "No, I mean you really care. Like it's personal." He looked Spidey straight in the mask and said, "Are you Peter Parker under there?"

Peter said nothing. Had his secret identity just been figured out… by Johnny freaking Storm?

"You don't have to tell me," said Johnny. "But… you know, you could trust me. If you wanted to. I wouldn't tell anyone. Super-hero professional courtesy."

Inwardly, Peter sighed. It would be nice to have another confidant, someone he could really talk to about this. Normally, he only had MJ, and, well, that wasn't an option at the moment. "All right," said Peter, taking off his mask. "Maybe I'm not exactly thinking straight here, but I'm—I'm freaking out because the Green Goblin has my girlfriend—my best friend—and I—I—I just don't know what to do about it!"

Johnny rested a hand on Peter's shoulder. "He probably took her for a reason. Do you think it was because the two of you…?"

"I don't know. Maybe. But I don't think so… because, like, he didn't act like it, you know? He didn't say, 'Spider-Man, I have your girlfriend, bwahahaha,' or anything like that."

"'Bwahahaha'?" echoed Johnny.

"That's… how villains laugh, right?"

"Now that you mention it, yeah, they do. Doom sure did." Then Johnny shook his head and said, "Look, we'll figure this out. I'll get my sister and Reed to help with this; they're the two smartest people in the world. In the meantime, just… sit tight and wait for the Goblin to show up again. He'll probably have, like, ransom demands or something, and we can nail him then."

Peter took several deep breaths and nodded. "All right… all right. You're right. We've just gotta…"
calm down and think this through."

"Go home," said Johnny. "Get some rest. Unless… you want to come stay at the Baxter Building until we sort this out?"

"Oh, man, I would love to see the—but, no. I've got… family to worry about. Mine and MJ's. They'll be worried enough as it is without me disappearing too."

"I understand. And, hey, if you ever need anyone to talk to about, you know, super-hero craziness… swing by, look me up."

"Thanks, Johnny. I mean it."

Before Johnny Storm took off, he grinned at Pete and said, "Hey, I'm not just doing this for you. You've got to give me that Gwen chick's phone number, you hear? Man, she's… really something else."

Smiling sadly, Peter nodded. Then Johnny flew away.

The next twenty-four hours were an unmitigated hell for Peter Parker. He had to deal with Aunt May's fussing and Maddie Watson's worrying and Phillip Watson's impotent yelling. He had to give his statement to the police concerning what he'd witnessed during the incident. He had to see Jameson about photographs of the press-conference, and the after-party, and the battle with the Green Goblin. And since his girlfriend's kidnapping was the biggest news of all, he had to put up with a certain infuriating, quiet sympathy from all the Daily Bugle personnel who knew exactly what he was going through. Even J. Jonah Jameson had muttered a word of condolence before kicking Peter out of his office.

And then there were Harry and Gwen. Peter didn't go to school that day, and neither did his two friends. They were all excused, on account of possible traumatic stress from having been witness to a super-villain attack and the kidnapping of Mary Jane. Good pals that they were, Harry and Gwen both chose to spend their time off from school visiting Peter at home, and so he was forced to commiserate and worry along with them, all the while never letting on that he would much, much rather be swinging around New York City on webs, actually looking for MJ. But, of course, he couldn't get away without compromising his secret identity. In a word, he was trapped.

And so, when Mary Jane reappeared that very evening, one can only imagine how amazed and relieved and entirely confused Peter Parker was.

This was how it happened.

At about eight o'clock that night, the Watsons and Harry Osborn had finally gone home, but Gwen stuck around to hang out with Peter and Aunt May and wait for any news. Peter, itching to get out there and look for MJ himself, could feel the seconds ticking by. As long as Gwen was around, he couldn't really think of an excuse to get away. Aunt May, he could maybe sneak away from, but Gwen was there for his sake.

Then they all heard a car pull up to the curb outside the Watsons' house. Peeking out the window, Peter and Gwen saw that it was, in fact, Captain Stacy's car, and the police lights were flashing.

"What in the world…?" wondered May Parker aloud.

Then, two car doors slammed, and George Stacy appeared, escorting a very shaken-looking Mary
Jane up to her front door.

Before one of them could even ring the Watsons' doorbell, Peter and Gwen and May were all dashing outside and over into their neighbors' yard.

"Mary Jane!" shouted Peter. "Peter!" she shouted at precisely the same instant. They were in each other's arms and embracing tightly, just as MJ's parents were coming outside. The next several minutes were a jumble of relieved hugs and tears and unanswered questions. Then, finally, at long last, Capt. Stacy calmed everyone down and let Mary Jane tell her story.

"The last thing I remember from that night," she said, "was the Goblin flying away from Harry's mansion. He had me in his arms, and we were so high up that I just... I guess I just checked out. Fainted. The next thing I knew, I was all alone, on a cold, concrete floor, still wearing the dress from the party." As it turned out, Mary Jane had awakened in an abandoned warehouse, somewhere in Brooklyn.

Peter wondered aloud why the Goblin would leave her in Brooklyn, but MJ didn't have an answer for that. She went on to explain that after getting her bearings and realizing that at least a day must have passed, she wandered around a rough-looking neighborhood until she found a police station and went in. Pretty much as soon as she was able to explain who she was, they were on the phone to Captain Stacy, who had taken over the investigation (since MJ's home was in his precinct, in Queens). He, in turn, had raced over to Brooklyn to confirm that it was indeed the case that Mary Jane Watson had reappeared, confused and fatigued but otherwise unharmed beyond a few scrapes and bruises. After that, he had lost no time in bringing MJ straight home.

"I just don't get it," said Peter, more to himself than anyone else there. "What was the Green Goblin up to?"

Capt. Stacy took Peter aside and said, "You never can tell what motivates these nuts in costumes, can you? I'm sure you understand what I mean, Peter."

Peter looked up at Stacy's piercing gaze. There was that little twinge of suspicion again: sometimes, Peter wondered whether the good captain didn't have him and his little secret identity all figured out. But, even if it were so, he'd never let on. At any rate, Peter didn't say anything. Stacy merely nodded, as if that were sufficient to get his point across and end the conversation.

Then the captain turned to Gwen and said, "Gwendolyn, honey, with all this excitement, it's nearly slipped my mind, but I have to leave for a criminology conference in Atlantic City tomorrow. I don't want to leave you alone for the whole week, but you can't miss anymore school. Is there any chance you might be able to stay with one of your friends for a while?"

May Parker overheard this and broke away from Mary Jane, who was still being coddled by her parents on the front porch. "I don't mean to pry, but wouldn't her mother…?"

Stacy turned a bit red and said, "Mrs. Parker, the truth is, my wife... will very soon be my ex-wife. And I honestly have no idea where she is right now."

"I did tell you," mumbled Gwen. "A real piece of work."

"Well, then, it's settled," said May. "We adore Gwen. She can stay with us for the week."

"Are you sure it won't be any trouble?" asked Stacy.

"None whatsoever," said May. "Now, I'm sure the Watsons want to be alone with MJ, so... would you care to come inside? Maybe have some coffee? Also, I'm sure I must have baked at least ten
dozen cookies today, while we were all still worrying about Mary Jane… It's kind of a nervous habit." Now it was Aunt May's turn to look embarrassed.

"Ah… no, thanks, Mrs. Parker. Honestly, Gwen and I should both be going now, so that we can both pack what we need."

"All right, then. You can bring Gwen by tomorrow morning, and I'll make sure she gets off to school." Then May instructed Peter to go inside and clean his room; he'd be giving his bed to Gwen for the week and sleeping on the couch downstairs.

Peter did not mind that one bit. Mary Jane was back. She was okay. He didn't understand it, but he was too relieved to worry about it.
It was another whole day before Mary Jane was able to break away from her parents and go see Peter. That afternoon, following school, Peter was tinkering with his web-shooters in his basement, when MJ arrived, bursting in through the storm-door and into Peter's arms. They held onto each other for a few quiet minutes before Peter said, "You have no idea how relieved I am that you're okay!"

"I didn't know what was going to happen to me," said MJ. "I still don't know what happened."

"You really don't remember anything from before you woke up in that warehouse?"

MJ pulled away from Peter's embrace and stood in the middle of the room with her eyes closed. "Not really. When I try to think back—really focus on it—I see flashes. A white room with a mirror. I hear a voice, but I can't tell what it's saying."

"The Green Goblin?" asked Peter.

"No… it's different. Someone else. But if I think about it too much, it's like… there's a wall there." MJ frowned. "It gives me a headache, trying to remember."

Peter stood up from his worktable and went over to Mary Jane. He took her hands in his, and she opened her eyes. "MJ," said Peter, "I promise you that I will figure this out. I'll find the Goblin, whoever he is, and I'll make him tell me what he did to you."

"That's right…" said MJ, suddenly realizing. "We don't know who the Goblin is. Norman Osborn was right there the whole time."

"Yeah," said Peter. He threw his hands behind his head and started to pace around the basement. "It could have been a trick… but the more I think about it, the more confused I get. That was definitely Norman Osborn at the press-conference and the party that night, and not, like, the Chameleon or something."

"How can you tell?" asked MJ.

"Oh, uh… my spider-sense."

"You have 'spider-sense'?"

"Long story," said Pete. "Anyway, the Goblin… I think he was the same guy I fought before. He sounded the same, acted the same, had all the same tech. His moves were a little different though… I don't know, I think it really was him. I'm, like, ninety percent sure."

"So that's it, then," said MJ. "Harry's dad can't be the Goblin." After a thoughtful pause, she added, "Good for Harry."

"Yeah, I guess so," said Pete. "Still, something doesn't add up. The Goblin said that he was there to kill Norman Osborn, and then, what, he changes his mind and grabs you instead? It doesn't make sense."

MJ shrugged. "So the guy's a nut. You'll figure it out when you stop him."

"Thanks for the vote of confidence."
Silence fell over both of them, until MJ remembered something else. "So… Gwen. Sleeping in my boyfriend's bed."

"Technically yes," said Peter. "But your boyfriend is not sleeping in your boyfriend's bed. He's on the living-room couch."

"Make sure that he stays there for the rest of the week," said MJ over folded arms.

Peter chuckled and said, "Honestly, I'm just glad that I was able to sneak all of my Spidey gear down here without Aunt May noticing. I do not need anyone else figuring out my secret identity."

That made MJ start. "What do you mean 'anyone else'?"

"Oh, um… yeah, the other night, the Human Torch kind of… guessed who I was," said Peter, now blushing with embarrassment. "After the Goblin grabbed you, we went looking around the city, and I guess I was acting pretty freaked out. Johnny put two and two together."

"Huh," said MJ. "On TV, he always comes off like such a… a…"

"A ditz?" offered Peter.

"I didn't want to put it that way, but—"

"Yeah, I always thought so too," said Pete. "Shows what we know."

MJ didn't say anything to that. In fact, she was looking away from Peter, as if she didn't want to look him in the eye.

"Is something wrong?" asked Peter.

"Oh, well, uh… I guess I'm a little… disappointed," said MJ. "I liked it when… when your secret was just between us."

"Well I didn't want to let him in on it. He just figured it out."

"Right," said MJ softly. "Hey, uh… I'd better be going. My dad's set down a pretty strict curfew, and… well, I just wanted to stop by and see you."

"You can't hang out anymore tonight?"

"I've gotta go," said MJ. "I'll call you later."

"Okay…" He wondered what was up, but if MJ wanted to be by herself, he wasn't about to intrude. She left the way she came in, out the back of the Parkers' basement.

• • •

That night, Peter really needed to clear his head and process everything that had happened in the last couple of days. So, after finishing his shift at the ESU genetics lab, he called Aunt May to tell her that he'd be studying late at the library that night… and then he changed into his costume and went patrolling around the city. He stopped two muggings, a car-jacking, and an armed robbery that night, all pretty much par for the course for your Friendly Neighborhood Spider-Man.

What made this night different—and far more interesting—was the sight of the Black Cat, perched on a gargoyle and cheekily waving at Spidey as he swung by.
Peter allowed himself to swing backwards and cling to the side of that building.

"Hello, Spider," said Cat in her flirty, breathy voice. "Fancy meeting you here, thirty stories up."

"If I didn't know better," said Spidey, "I'd think you were waiting for me."

"Maybe I was," said Cat. She stood up on the gargoyles head and stretched, her black leather costume pressing tight against her very distracting assets. "A girl gets lonely up here."

Peter felt himself getting hot under the mask. Whew... okay, don't forget, Petey-boy, the last time you met Black Cat, she kissed you; and that was okay, because you weren't dating MJ yet. Now you have a girlfriend. Who you love, very much. You can't fall for this kind of stuff anymore.

"What's the matter, Spider? Cat got your tongue?"

"Very funny," said Spidey. "Look, is this just a social call, or are you planning on some felony larceny tonight? Because I've got to warn you, I'm not in any mood for your—your shenanigans."

Cat laughed aloud at that. "No, no, nothing like that. As much as I would love to have you all to myself tonight... I'm actually here to deliver a message. I'm sure you know everybody's favorite stool-pigeon, Patch?"

"I... uh, we've met," said Peter. Patch, he thought to himself, is another one of Frederick Foswell's identities. The Big Man. I wonder if Black Cat is in on that little secret too.

"Well, he wants to talk to you for some reason. Somehow, he figured we'd run into each other, eventually."

"Where is he?"

"His usual hangout. Blackie Drago's bar, on fifty-first."

"In Hell's Kitchen," said Spider-Man. "Yeah, I know the place."

"Well, let's go then," said Cat.

Peter unstuck both hands from the side of the building so that he could hold them up in a stopping gesture. "Whoa, hold it there, Pussycat. We've covered this before: this web-head swings solo."

"I can help you with whatever you're doing," protested Black Cat. "I'm not just some helpless waif! I have powers too—"

"Don't remind me," said Spidey. In addition to strength and reflexes that almost rivaled his own, to the point where the Black Cat could hold her own in a fist-fight with him, she also possessed a strange, subconscious power to manipulate probability. People around her who she didn't like had unusual bad luck; while she herself, and those nearby that she considered allies, enjoyed inexplicable good luck. "Listen, if you ever get over this bad habit you have of taking things that aren't yours, feel free to look me up again. Until then, well..." Spider-Man left the rest unsaid, fired off a web-line, and swung away.

Alone again, Black Cat sighed. "How does he always manage to make me feel like a stray, unwanted alley-cat? Oh, well." There were other men out there (although few of them intrigued her like the Spider did), and, even better, plenty of valuables left in the world to steal.
Very interesting, thought Peter. Fredrick Foswell has been in hiding, ever since this new Kingpin person, whoever he is, has been taking over all the gangs in his and Silvermane's old territories. Why would he suddenly show up now? Peter mulled this over in his head as he dropped down into an alleyway across from Drago's Bar—a seedy little basement dive which was a known hangout for bookies, fences, and paid informants of all kinds. Peter hated coming here; it was always full of rough customers who had no love for crime-fighting, do-gooder types. But it was usually a good source of reliable underworld information.

He went in through the front door, swaggering like John Wayne. Instantly, all eyes were on the costumed hero: thugs and hoodlums sitting at the bar, or milling around the pool tables. "I'm looking for Patch," said Spidey. "Tell me where I can find him, and I won't have to bop any of you on the head."

From behind the bar, a heavyset man with a bushy mustache and dark, curly hair groaned in annoyance. "I have got to get me a new location," Blackie Drago whined. "What are you doin' back here, Bug-Breath? Wasn't it enough that you practically destroyed the place last time you came around, messin' with my business?"

"And saving your ungrateful skin from the Molten Man," Spidey shot back. "Where's Patch?"


"Thanks, chief." Spider-Man disappeared toward the back door, while the barflies and pool-players went back to minding their own business.

Sure enough, sitting on a stool under a dim bulb in the private room behind the bar, Spidey found "Patch"—really Frederick Foswell in thick makeup, a greasy wig, bum's clothes, and a phony eye-patch—waiting nervously. He held a glass of scotch on the rocks in one shaky hand, and he kept glancing at the wristwatch on his other arm. When he noticed Spidey, he leapt out of his seat. "Spider-Man. You came."

"I heard you were looking for me. Listen, Foswell—"

"Shh! Keep that down, will ya? Tell the whole city, why don'tcha?"

Peter wasn't in the mood for games. "Whatever. You're still wanted by the police, 'Big Man'! Give me one good reason I shouldn't haul you in right now!"

"Because my life is in danger!" whispered Foswell. "And you are the only one who can help me."

Peter sighed. This is why it sucks to be the good guy. "All right. I'm listening."

"Word on the street is, there's a new super-mercenary in town, getting auctioned off to the crime-lords. I don't know who keeps making all these freaks, but I've heard that Tombstone, the Kingpin, and the Master Planner are all very interested in buying."

"Ugh, another handmade, custom-built super-villain?" grumbled Spider-Man. "I have got to figure out who keeps doing this!"

"Yeah, well, that's not the worst part," said Foswell. "I heard through the grapevine—which reminds me, I owe Hammerhead a favor; he really did me a solid, cluing me in on this—the auctioneers are going to demonstrate their product… by having me assassinated."

"No, you don't understand," said Foswell, draining away the rest of the scotch in his glass in one swift gulp. "This is supposed to happen tonight. Any minute now—"

Foswell was interrupted by the sound of a loud crash and screaming voices, coming from the front of Drago's bar. Terrified, he grabbed Spidey's arm and cried, "They're here for me! Please, say you'll help! I'll do anything!"

"All right," said Spidey, leading Foswell to the back way out the bar. "But if I stop this, and you live through it, you have to turn yourself in to the police, okay?"

"Yeah, sure! Anything!" said Foswell. "I'll even go legit if you get me outta this!"

"I'll believe that when I see it," muttered Spidey. He pushed Foswell out the back door and said, "Go! Run! I'll hold them off here." Then he turned and ran back to the front of the bar… and froze at what he saw.

A woman stood in the middle of the bar, holding a pool-table over her head, while several of the bar's regulars cowered beneath her on the floor. She was dressed from head to toe in a skin-tight spandex outfit, blood-red in color, except for the white spider-emblem across her chest. She also wore a mask, with white glass eye-pieces altogether identical in shape to those on Spider-Man's own mask. Only, her mask was open at the top, allowing a mane of long, red hair, the same color as her costume, to flow freely behind her head. "Where's the Big Man?" she screamed, slamming the pool-table into the floor and reducing it to splinters. "I know he's here!"

"Well, well," said Spider-Man, striding into view. "Come here often?"

"Spider-Man!" hissed the mysterious newcomer. "Stay out of this! I'm looking for Foswell!"

"Yeah, about that… he's not here. Say, you got a name?"

The woman responded by extending her arms and pressing down on the hidden catches on her palms. Two cone-shaped nets of webbing sprayed out from nozzles on her wrists, catching Peter by surprise and tying him up from neck to ankle. "They call me Scarlet Spider," she said. Then, turning a few easy handsprings, she back-flipped her way out the front door of the bar.

Blackie Drago peeked his head up from behind an overturned table. "Oh, no!" he cried. "No, no, no, dear God, please don't let there be two of them now…"

"Scarlet Spider," said Peter aloud, mostly to himself. More curious than anything, he flexed his muscles against the net of webbing and found, to his relief, that it snapped apart without much effort. "Whoever she is, she's using discount webbing." He ran for the front door, making to chase after his latest foe, but he paused when Drago shouted.

"Hey, waitaminute, Web-Head! You've trashed my bar again! Who's gonna pay for all this?!"

"It wasn't me," said Spider-Man, pointing out the door after Scarlet Spider. "I mean, women, am I right?" Then he dashed off, fired a web into the air, and was gone.

• • •

Spidey swung around into the alleyways behind the bar and searched until he found Foswell, cowering behind a dumpster. "Foswell!" he said, landing on the ground.

The ex-Big Man of Crime yelped nervously and spun around, pointing a .38 revolver.
"Hey, easy there, chief," said Spidey. "It's just me."

Foswell heaved a sigh of relief. "Did you stop it? What was it?"

"About that," said Spider-Man. "We may have a big problem on our hands. Can you tell me anything about where this auction is supposed to go down?"

"Uh… yeah, I think so. It's—"

"Good. One more thing. How did you get in touch with Black Cat?"

Foswell replied, "She, uh, sometimes uses the fences who hang out at Drago's. I got a number from one of them. Burner phone, probably."

"I'll need that number," said Spider-Man. "I can't believe I'm going to do this, but… I think I'm going to need…” he shuddered, "to ask Black Cat for help."
The white room.

I'm strapped to a table.

I can see my reflection in the wall.

I struggle, but I can't move. I'm strapped down tight.

There's a man. He says my name. "Miss Watson," he calls me. I don't know him, but he knows my name. How does he know my name?

A needle. Injecting something… into my arm! It hurts! Like fire in my veins!

My muscles… spasming, twitching… can't stop shaking. My stomach turns. Oh, God. I'm going to throw up…

Before I know it, I hear his voice again, pronouncing strange words. "Cellar door, Miss Watson. Cellar door. Pay attention, now."

I can't move my head. I'm being forced to look at the screen. Flashing lights, swirling colors.

"Cellar door, Miss Watson."

I see… a mask. I know that mask. White eyes, red cloth. It's Spider-Man! But why does he look so threatening? I know him. It's really Peter Parker under there. Peter would never hurt me…

Wait. It's not Spider-Man at all. It's a girl. When I look at the girl in the mirror, she raises her hand. And I find that I'm raising my hand too.

"Miss Watson…" It's that voice again. I don't want to hear it anymore; please, just go away. "Miss Watson!"

MISS WATSON!

Mary Jane shrieked and came to, practically jumping up out of her desk. The chemistry teacher, Mr. DePalma, was standing over Mary Jane, hands on his hips, glaring angrily.

"My class is not nap-time, Miss Watson. Pay attention, now."

"Yes sir," said MJ, small-voiced and embarrassed. All around her, the other students snickered. Flash Thompson put his hands up to his cheeks and mimed snoring while the teacher had his back turned. Only a few of her classmates—Peter and Gwen, Harry and Liz—looked on with a measure of sympathy.

"Now, can anybody else tell me the correct number of valence electrons? Anyone… anyone… anyone besides Mr. Parker or Miss Stacy?"

Nobody answered.

Mr. DePalma pinched the bridge of his nose. "Your first exam is in two days. You have to know this
material! No matter what else might be going on—am I clear on that, Miss Watson? Mr. Osborn?—no matter how many dead relatives come back to life, how many super-villains you think you've seen, this exam will be on Friday, no make-ups! If the Green Goblin himself attacks the school tomorrow, the exam will still take place the day after tomorrow! Am I clear?"

The students all mumbled confirmation of their understanding before Mr. DePalma finally dismissed the class.

Out in the hallways, Mary Jane stopped Peter and Gwen. "The exam!" she said. "With all this other crazy going on, I haven't had any time—"

"None of us have," said Gwen.

"Yeah, but you don't really need it!" said MJ. "Peter, will you help me study?"

"Of course!" he said. "You don't even have to ask. Gwen, wanna give us a hand with that tonight?"

She shrugged. "Sure. I'll be hanging around there anyway; might as well."

Peter glanced over and saw that Harry had come up to them. "Hey, Harry. How've you been?"

"Oh… great, just great," he said. He sounded a bit distracted, but otherwise in good spirits. "I haven't gotten much of a chance to catch up with my dad since the Goblin attacked us, but… you know, I'm just really happy that he's back and okay." Harry turned to MJ and added, "I guess I could say the same thing about you, MJ! You had us all really scared for a while there!"

"Yeah, well… I'm okay," said MJ. "Nothing happened, as near as anyone can tell. Doctors looked me over at the police station that day. They said that I hadn't been hurt or anything. So… it's all good." Then she grinned and asked, "But, hey, I haven't gotten the chance to ask. The night of the party, when that girl showed up—"

"Who, you mean Felicia?"

"Yeah, her!" said MJ. "She kind of stole you away from all of us for a bit there. Is there anything going on with that?"

"No, not really," said Harry. "Felicia goes to this private all-girls' academy downtown. I only really know her from all the high-society get-togethers that we've been dragged to over the years. She's a friend, but I don't really run into her all that much."

"If you say so," said MJ, dropping the subject. "Want to join us after school at Pete's? We'll be studying our oh-so-scintillating chemistry for the exam…"

Harry shook his head. "I'd love to, really, but tonight I finally, finally get to sit down with my dad and really talk to him. We're gonna have dinner and just, you know, talk about everything that's happened."

"It sounds like that's long overdue," said Peter.

"It sure is," said Harry.

In that moment, the bell rang, and the gang had to split up and move onto their next classes.

• • •

That afternoon found Mary Jane seated at the Parkers' kitchen table, pouring over a chemistry book
and working through problems with Peter's assistance. Gwen sat up on the kitchen counter, eating a bowl of cereal and occasionally giving the answers to the problems. After the fourth such instance, with Gwen shouting out the answer before Peter had even gotten half-way through the math, MJ looked up in annoyance and said, "How are you getting these right—and doing them in your head?"

"I don't know," said Gwen with a shrug. "I just get it. Like riding a bicycle, or breathing."

"Lucky you," said Peter.

"What can I say?" said Gwen. "Chemistry is, like, the only subject I really like. I don't know, I think I must've read a whole bunch of it when I was really little or something, and it's just stuck with me."

"Think you're gonna be a chemist when you finish school?" asked MJ offhandedly.

"Maybe," said Gwen. "If I'm not discovered by a record label first. You've never heard me sing death-metal before."

"Gwen, you might just be the world's weirdest genius," said Peter.

"Hey, do not call me a genius," said Gwen. "A genius is someone like you, kind of smart at everything. I'm really smart at one thing: that makes me a savant."

"Can we all just agree that you're both a couple of head-cases and get back to studying?" asked MJ, amused.

Over in the living room, the phone rang. They heard Aunt May answer it; a short conversation followed. In the middle of that conversation, May gasped loudly and cried, "Oh, no!" The three students looked up from what they were doing, wondering looks on their faces. A moment later, Aunt May came into the room, still holding the cordless phone in one hand. She looked stricken. "Gwen, honey..." she said. "I don't know how to tell you this..."

Gwen jumped off the countertop. "Tell me what?"

"It's... it's about your father... I... I—he—"

Gwen rushed over to May and grabbed her by the arms. "What about my father?"

For a long while, May still couldn't bring herself to say it aloud, to speak the words that would bring this young girl so much pain. She couldn't bring herself to tell Gwen that, earlier that day, George Stacy had been shot and killed.

Gwen sat on the Parkers' couch, still stunned into silence. Her cheeks were stained heavily from tears, but by now she'd already swallowed back the sobs and sniffles. So... this was her life now. Her father was no longer in it, no longer alive to call her by her full name, "Gwendolyn", in that serious tone of his, or laugh with her over a dumb joke, or tell her something sternly for her own good. And all because of some random kook with a gun. Not even a super-villain or a terrorist or any kind of mass catastrophe. Just a guy with a gun who wanted to kill cops for no good reason.

She'd gotten most of the story over the phone. The rest of the details had come when a sergeant from Captain Stacy's precinct came by the Parker home to give Gwen her father's badge. The criminology conference in Atlantic City had been attacked by a lone gunman, an escaped mental patient by the name of Cletus Kasady, who had somehow gotten his hands on an AK-47 and decided to shoot up the conference. Kasady had managed to slay twelve people and wound several more before he'd
been shot twice, tackled, and disarmed... and yet—the injustice wasn't lost on Gwen—Kasady had
survived the return fire and the beating he'd doubtlessly received from men who had no love for cop-
killers. He was still alive. And probably headed for the nuthouse again, not a jail-cell, which only
served to really piss Gwen Stacy off.

Pissed off: that was a perfectly accurate description of Gwen's state of mind right now. Every other
emotion was completely disconnected. It had to be, or she wouldn't be keeping it even vaguely
together right now.

Anger had become the rock at the center of her being.

• • •

"Oh, Gwen, I just... I don't have any words," said May. "When Ben was taken from us, shot by that
burglar, I know I wouldn't have wanted to hear anything then. So I won't try."

"Thanks," said Gwen. "You get it, at least."

May nodded. They were still in the living room. It was later in the evening now. "Do you... are you
able to get in touch with your mother?"

Gwen shrugged. "Maybe. Can't hurt to try, I guess."

"Okay," said May. "Do you feel like eating something?"

Gwen shot May a look that bottled up quite a mixture of messages, ranging from "No, how dare you
even ask," to "not really, but thanks for trying," to "I could really, really use a mom right now."

"No, suppose not," said May. After that, words weren't needed. She moved over to the couch and
took Gwen into a maternal embrace. That seemed to be a trigger that set off the waterworks. Gwen
sobbed again and let it come pouring out.

"Bastard killed my daddy," she cried.

• • •

Over in the kitchen, Pete and MJ had long ago given up on studying. Peter had considered George
Stacy a friend and an ally. Mary Jane was holding onto Peter, offering him what comfort she could in
this situation, when suddenly her cell phone rang.

She broke away from the hug, wiped her eyes on her sleeve, and answered the phone.

"Who is it?" asked Peter. "Your parents?"

Mary Jane heard a deep voice on the line. "Miss Watson?"

"Yes?"

"Cellar door." Then the connection was cut.

Mary Jane hung up the phone and said to Peter, "I have to leave."

Figuring that her father had just called to order her home, Peter nodded. "See you tomorrow at
school?"

Mary Jane didn't say anything. She didn't nod her head, or move to kiss her boyfriend goodbye. She
just turned and marched, soldier-like, out the back door.

"Huh," said Peter to himself. "Weird." Then he turned and went into the living room to see if there was anything he could get for Gwen.

• • •

At roughly that same time, in Manhattan, Norman Osborn had just finished a painfully dull conversation with his gullible sap of a son. They were in a penthouse that the Osborns kept in the city so that Norman could be closer to his company's main offices, and so that Harry could go to the same public high school as his plebeian little friends. With that out of the way, Harry had gone off to his room to study, and now Norman could attend to business.

He placed a phone-call to Dr. Warren and asked, "Status report?"

"I've just activated the subject. She'll arrive at the rendezvous point momentarily."

"Good," said Norman. "Are there any signs of... compromise?"

"None that I've observed," answered Miles. "The programming seems quite stable. All should go according to plan."

"Why, if this works, Miles, I might just decide to retain your services as a hypnotist for another purpose. You'd be handsomely compensated, of course."

"Whatever do you mean, Norman?"

"Well, you've managed to turn one of my son's little school-friends into a super-soldier. Who's to say you couldn't turn my son into someone I wouldn't be embarrassed to be seen with in public?"

"I'll, um, consider your offer," said Miles.

"Glad to hear it." Norman hung up the phone and then ascended a spiral staircase up to his study. Walking over to the wall behind his desk, he opened the liquor cabinet, poured himself a drink, and then depressed a hidden catch in the back of the cabinet. The whole façade slid away, revealing a hidden chamber containing rows of weapons—grenades, blades, missiles—and sealed tubes of green liquid. O0Z. Here also was the Green Goblin's glider and armor and mask, all the pieces on their own individual pedestals, and a man-sized isolation chamber, airtight, designed for vapor-inhalation treatments.

Norman smiled evilly to himself. It was time for the Green Goblin—the real Green Goblin—to make a comeback.

• • •

At midnight that night, Peter crept slowly for the basement. There was a very good chance that either Gwen or Aunt May or both of them would still be lying in bed awake—Gwen because of fresh wounds, and May because of old memories. Peter certainly felt as if this misfortune that had befallen Gwen struck altogether too close to home; and if he didn't have an alter ego and a responsibility to fulfill, he would probably be suffering from some insomnia himself right now.

As it was, a little action would be a good way to distance himself from this latest tragedy, to get his mind off of things.

Soon after changing into his costume and making sure his web-shooters were filled, he was leaping
over rooftops and then swinging from taller buildings, crossing the Queensborough Bridge, and then heading through Manhattan and into Hell's Kitchen. He met the Black Cat on the rooftop of an old office-building, across the way from an abandoned warehouse where the super-mercenary auction was supposed to take place.

"Spider," said Cat. "Nice timing. Tombstone and Doc Ock are already inside, along with assorted goons; and look who's just getting here."

"Well, well," said Spidey. "Hammerhead… and the Enforcers. I didn't think they were working for Tombstone anymore."

"They're not," said Cat. "You can bet your last nickel, they're here to represent the Kingpin."

Down on the ground, Hammerhead waited outside the warehouse while Ox went in first, followed by Fancy Dan, then Montana. Once the Enforcers had given the all-clear, Hammerhead looked around furtively; then he too disappeared inside.

"It's a regular bad-guy jamboree down there," said Spider-Man. "What say we crash this party?"

Before he could move to dive off the rooftop, though, Black Cat put a hand on his chest. "Wait. Call it a feeling, but… well, daddy always used to say, never rush in until you're sure you've finished casing the joint."

"'Daddy used to say'?” repeated Spidey. "Don't tell me that your little cat-burglar shtick is a family business."

"Oh, Spider," said Cat, running a finger under Spidey's masked chin. "If I told you too much about myself, you wouldn't find me so mysterious and alluring anymore, and then where would we be?"

"In a healthy, well-adjusted friendship where hopefully one of us isn't a criminal?"

Cat smirked. "Funny guy." Then she glanced down at the street, where an unmarked van had just pulled up to the warehouse. "Hello… now we're talking." She and Spider-Man both crouched down and watched, while the back of the van opened up, and out came two costumed individuals. One was familiar to Peter from the other night: the red-suited Scarlet Spider. The other one was… well, different. He resembled the Green Goblin, in that he wore a monstrous green rubber mask with long ears and fangs, but there was no sign of purple armor or Halloween-themed weapons. Instead, this individual was green from head to toe, the costume accented by fur and claws, altogether bestial in appearance. Whatever he was, he stalked out of the van like a prowling animal, following behind as Scarlet Spider led the way into the warehouse.

"Look at that," said Cat. "A little spider-woman. Is there something you need to tell me, lover?"

"She's the prize they're auctioning off," said Spidey. "Which means that the creep in the furry green suit is probably the auctioneer. Jeez, whoever he is, he almost makes the Green Goblin look normal."

"Well then," said Cat, "all the party guests have arrived. And here we are, two lone costumed heroes —"

"Correction," said Spidey, "one hero and one part-time nutcase."

"Let's just say two good guys, versus a room full of bad guys. What's the plan?"

"Doc Ock all by his lonesome would be bad enough," said Spidey. "Then again, it's not like they're
all friends or anything. Why don't we swing in, pick a side, and make like double-crossing henchmen?"

"That just might work," mused Cat. "Not bad. Shall we barge in through the front door, or sneak in through one of those upper windows?"

"Eh, I'm more of a window guy. You?"

"Same here. Spider, you and I are going to make such a great team. We really must do this more often." The Black Cat threw her grappling hook across the street, onto the roof of a far building, and swung down.

"Let's not and still say we didn't," said Spidey, shooting a web and following her.
The inside of the warehouse had been outfitted with a large, semi-circular table, arranged in such a way that all the seats faced an auction block and podium. Doctor Octopus, known to his underlings as "the Master Planner", had taken the center seat at the table. Behind him stood four henchmen in helmeted hazard-suits. To Ock's right sat Tombstone, fidgeting impatiently, occasionally casting disdainful glances at his competition. He clearly didn't think much of the present company.

Tombstone had bodyguards as well; these looked almost like Secret Service agents, in black suits and neckties, with opaque shades and earpieces. And then there was Hammerhead, seated at Doc Ock's left and looking every bit like a classic 1920s mobster (or maybe something out of a *Dick Tracy* comic) in his blue pinstripe suit. The Enforcers stood nearby, chatting casually about their latest parole hearing.

The door to the warehouse opened one final time, and in strode two figures: Scarlet Spider and a strange, masked man in a beastlike green costume. As they walked toward the auction block together, Fancy Dan couldn't help but open his mouth: "Hey, what is this? That chick looks like a Spider-Man… er, Spider-Chick!"

"Sit down and shaddup," said Hammerhead to his flunky. "She's why we're here. Whoever wins this auction gets to walk away with their very own super-powered spider-bitch."

"Whoa…" said Dan, awestruck by the notion.

"Never mind that," said Tombstone loudly, standing up from his seat and addressing the man in green. "I don't like surprises, and I don't know who you are. We were expecting Osborn's assistant again."

"Mr. Menken couldn't make it," replied the stranger, his voice high and mocking. "So I'll be your master of ceremonies for this evening. You may call me the Jackal!" He chortled a creepy little laugh and began to stalk his way around the table, behind the backs of the crime-lords and their bodyguards. "You've been called here tonight because my employer has produced another super-mercenary—our finest work yet. Observe: the Scarlet Spider. She has all of Spider-Man's powers… his strength, his speed, wall-crawling *and* web-shooting!"

Doctor Octopus smiled and said, "I am highly gratified to notice that she in fact lacks the original arachnid's most annoying feature: she has yet to utter a single obnoxious word!" And, indeed, this was the case. While the Jackal was stalking around and making his sales-pitch, Scarlet Spider had moved up onto the auction-block, where she now stood, ramrod-straight and silent as the grave.

"Nor will she, unless you demand it," said the Jackal. "That's the best part of all! Scarlet Spider is completely under my control. Thanks to the wonders of hypnotic programming, she's not even really aware that she *is* the Scarlet Spider! But whoever here is willing and able to outbid his fellows… will be given her secret identity, and the hypnotic trigger-words which activate her."

"Huh," said Hammerhead. "Like a sort of… 'Manchurian candidate' type thing, is that how it works?"

"Essentially," said the Jackal, "but far more sophisticated. Her master has near-complete control over her actions, until she's sent on a mission, in which case she's able to act autonomously, as needed."

"Well *that* can't be worth all that much," said Hammerhead. "I hear tell you sent her after the Big Man… but Spider-Man got there first, and Foswell got away scot-free."
"Yes, I had hoped you'd mention that," snarled the Jackal, who now crept up behind Hammerhead. With one swift motion, he swiped a clawed hand at Hammerhead's back. Sparks crackled from the claws, and Hammerhead was thrown forward onto the table, where he remained, rendered motionless by the Jackal's paralyzing weapon.

Instantly, everyone was on their feet and ready defend against an attack. Tombstone's rock-hard fists were up, and his bodyguards had pistols drawn. Doc Ock's henchmen had blaster rifles of some kind, which they now trained on everybody else in the room (although Ock himself remained calmly seated at the table, hiding a wry smile behind steepled fingers). The Enforcers made ready to tackle the Jackal… but before they could, the Jackal whistled. "Scarlet Spider," he instructed, cocking a thumb at the Enforcers, "if you would."

Scarlet Spider sprang off the auction block, turned a flip in midair, and landed next to the Jackal. She very quickly sprayed a mass of webs all over the Enforcers, gumming them to the floor. And while the imitation webbing that Osborn and Warren had invented wasn't quite tough enough to restrain a foe with super-strength, it was more than enough to contain the likes of Montana, Ox, and Fancy Dan.

"I don't believe this shit," muttered Dan while he struggled underneath the net of webbing. "Second freaking time this week!"

"Danny-boy, just… just shut yer gall-dern mouth fer once," grumbled Montana.

• • •

It was just about then that Spider-Man and Black Cat had managed to sneak their way into the warehouse through an open window and conceal themselves in the shadows of the steel rafters overhead. They witnessed the Jackal's sneak-attack on Hammerhead and Scarlet Spider's subsequent subduing of the Enforcers. But Black Cat motioned for Spider-Man to remain where he was. She wanted to listen in further, to find out what was going to happen next. Spidey was pretty curious about that too. So they waited, and they eavesdropped.

• • •

"There is no cause for alarm!" said the Jackal. "I'm merely exacting just retribution for a betrayal. Gentlemen, we have a traitor in our midst… or, perhaps, a better word would be 'saboteur'."

"Whatever do you mean, Mr. Jackal?" asked Doc Ock, still sitting calmly, his expression an unreadable mask behind his tinted glasses.

The Jackal explained, "While it is true that my employer had intended to demonstrate Scarlet Spider's effectiveness by tracking down and eliminating Frederick Foswell, that scheme failed, in no small part because of our steel-pated friend here." The Jackal knocked on Hammerhead's head to accentuate the point. "He was no doubt instructed to tip Foswell off by the Kingpin."

"Why?" growled Tombstone. He was still on edge, suspecting that a trap might be sprung at any moment.

"To drive down my asking price, I should imagine," said the Jackal with a shrug. "It's no matter, though. I trust you've all seen enough by now to realize Scarlet Spider's value."

"Maybe," said Tombstone. "But I'm only really interested… if she can be more than a match for Spider-Man."

"But… didn't you know?" giggled the Jackal. "The female spider is far stronger than the male of the
"species." Here, he gestured to Scarlet Spider, who walked over to a stack of steel crates occupying a corner of the warehouse—they must have weighed a couple of tons—and she lifted them up over her head, easily.

"A most impressive display," said Doctor Octopus. "Shall we get down to business, then?"

"In just a moment," said the Jackal. "First we must deal with this piece of rubbish." He reached over the table and picked up Hammerhead by the front of his jacket. "Gentlemen, what do you suppose would be a fair price for the life of this treacherous worm? How about… the identity of the Kingpin?!"


"I have to admit… I'd like to know that as well," said Tombstone.

Up in the rafters, Spidey and Cat looked at each other, hardly believing their good luck. They too were very interested in this little nugget of information. It wasn't time to crash the party just yet.

As for Hammerhead, he had been paralyzed by the Jackal's stun-weapon, but fear for his life now sent enough adrenaline into his system that he started to regain some motor-function. "I—I can't…" he managed to choke out. "He'll… kill me…"

"Ah, but if you don't…" said the Jackal, tossing Hammerhead (as easily as one might toss a rag-doll) over to Scarlet Spider, "I'll order her to snap your neck!"

Hammerhead's eyes went wide. This psychopath really meant what he said. "Okay… okay… but I'll need protection. For me and my boys."

"Your safety guaranteed, if the information you supply is accurate," said the Jackal.

"All right. It's… Fisk. Wilson Fisk is the Kingpin."

"Fisk!" said Tombstone, slamming a fist onto the table and nearly cracking it in half. "I might've known… that sneaky son of a bitch!"

"I must confess some surprise," said Octavius. "Here, I'd always thought that Wilson Fisk was nothing more than an exceptionally shrewd businessman who engaged in philanthropy to improve his public image… not unlike yourself, Mr. Lincoln. It would appear that the two of you have more in common than you might care to admit."

"There is one thing that sets us apart," said Tombstone. "Fisk is a rich, old, fat man who hides behind cronies. Whereas I'm practically indestructible! When I get my hands on him—wait, Jackal, what are you doing?!"

The Jackal had meanwhile activated a wrist-mounted communicator, and now he spoke into it: "The operation has been a success. Feel free to make an entrance now."

And then the roof exploded.

• • •

Spider-sense saved the lives of Spider-Man and Black Cat. Perceiving imminent danger, Spidey grabbed his momentary partner and dove away from the roof, just as a pumpkin-missile slammed into the corrugated tin above them, exploding with a humanlike scream and a puff of green gas. The Spider and the Cat flew down to the floor of the warehouse, where they landed hard enough be
stunned, right amidst the assembly of very surprised criminals. Even Otto Octavius was alarmed by the appearance of Spider-Man: "The arachnid!" he growled, rising up on his four metallic arms and preparing to strike. Debris fell from the ceiling, some it landing on a few of the henchmen and bodyguards still standing in the background. Those underlings who remained standing either pointed their guns at Spider-Man on the floor, or at the hellish sounds coming from the roof.

Laughter howled from overhead, and the Green Goblin astride his glider slowly descended into the warehouse through the hole created by his missile. "Oh, my; uninvited guests," he said, noticing Spidey and Cat. "How very unexpected."

"That's it!" shouted Tombstone. "I've had it with this! Spider-Man showing up is bad enough, but you, Goblin—that's one surprise too many. Jackal, this deal is off. I'm out."

"Oh, my dear Mr. Lincoln, haven't you realized it yet?" mocked Gobby. "There is no deal. No auction. It was all just an elaborate setup!" He swooped down past Scarlet Spider so that he could squeeze her cheeks. "I have no intention of parting with my sweet little Miss Scarlet. She's far too valuable to simply sell off."

"All of this… to trap Hammerhead?" asked Tombstone in disbelief. "To find out who the Kingpin is?"

"Well… yes!" said the Goblin, throwing his hands up into the air and twirling a pirouette on his glider. "That, and to unite the remaining crime-lords against him. What do you say, Tombey? Are you in… or are you out?" Gobby held up a pumpkin grenade and switched it on, leaving no room to misinterpret the fact that "out" was synonymous with "dead".

At that moment, Spider-Man finally got back onto his feet, and he helped Black Cat to rise. Both were shaking their heads, trying to get the ringing out of their ears following the explosion.

"We'll take care of this," said the Jackal, snapping his fingers and bringing Scarlet Spider to attention. "Please do proceed with the negotiations!" Then Jackal leapt at Black Cat, and Scarlet dove at Spidey, and the lot of them were all caught up in a four-way battle-royale of claw-swipes and web-shots.

"Well, Tombstone, what'll it be?" sneered Gobby. "Your loyalty or your life?"

"I didn't spend years of my life working my way out from under Foswell's thumb, just to exchange one lieutenancy for another!" Tombstone shouted. "Come and get me, Goblin… if you think you can!"

That was when Tombstone felt four metal claws grip his arms and hold him tight. Even with his own impressive strength, he found himself powerless in the grasp of Doctor Octopus. "What is this?" he demanded.

"Well done, Doctor Octopus!" said the Green Goblin, cackling merrily. Tombstone was almost too shocked to struggle. "You—you're with him?"

"You needn't be so completely flabbergasted," said Octavius in condescension. "Despite what you might have heard, I have no lust for power. I've turned to organized crime for but one purpose: to fund my scientific research. To that end, I'm not so proud that I won't defer to a leader who, while not my intellectual equal, has occasionally proven himself my superior in ruthlessness and cunning."

"From you, Mister 'Master Planner', that's high praise indeed!" giggled the Goblin.
"Now, Mr. Lincoln," said Ock, "I believe that the new Big Man of Crime has something very important to tell you. I suggest you listen well."

The Green Goblin crouched down on his glider and lowered himself so that he was at eye-level with Tombstone. With absolute precision, he hovered close to Tombstone and whispered in his ear, "You'd better play ball, Lincoln, or someone you love will pay. I know where to find your daughter."

"Goblin, you scum!" growled Tombstone. "No man has ever threatened my family and lived!"

"Well, there's always a first time for everything," said Gobby in a sing-song voice. Then he grew serious, his voice deepening and taking on a more human, more commanding quality. (Indeed, he now sounded more like Norman Osborn than the Green Goblin.) "So let me be very, very clear: your gangs, your territories, and the usual cut of your ill-gotten profits... will go to me. And if you even think of crossing me, Tombstone," he pointed a thumb at his own chest, "the next time this Goblin goes 'bump' in the night, it will really be the sound of little Janice Lincoln hitting the ground after I've tossed her off the George Washington bridge. Do we understand one another?"

"All right," said Tombstone through sharp, gritted teeth. "You win... for now. But mark my words: one day soon, I will find out who you really are, and when I do—"

"Yes, yes, threats, violence, retribution, heard it all before," said Gobby dismissively. "Save it until after Fisk has been dealt with, hmm?"

At that moment, the crime-lords' little tête-à-tête was interrupted by a deafening crash. Spider-Man had managed to web up Scarlet Spider for the time being, freeing him to assist Black Cat in taking on the Jackal. A solid kick from Spidey had sent the Jackal flying into a stack of metal storage-crates, and now the stacks of boxes lining the edges of the warehouse were all teetering precariously, like great big wobbly dominoes, waiting to fall.

"Gentlemen, perhaps we should consider rearranging our priorities," suggested Doc Ock. "Spider-Man first; the Kingpin second. Surely we can set aside our bickering long enough to take advantage of our superior numbers in this most fortuitous situation." He released Tombstone and turned to confront the pair of would-be heroes.

"Now you're talking sense, Octavius," said Tombstone. He removed his suit-jacket, stretched his arms, and cracked his knuckles. "If we can end the Spider tonight, then at least one good thing will have come out of this debacle."

The Green Goblin turned his glider towards Spidey and Cat. He held pumpkin grenades in both hands, and missiles and razor-bats protruded from slots in his glider, waiting to be fired. Scarlet Spider finally snapped the webbing holding her in check, using nothing more than her impressive strength, and she too started closing in. The Jackal stood up and dusted himself off; he seemed barely injured from the walloping that he'd just taken from Spidey.

The villains attempted to surround our heroes, who stood back to back, inching towards a rear exit in a far corner of the warehouse.

"There's no egress from this scenario, arachnid," taunted Octavius.

"Nowhere you can run, and nowhere you can hide," added the Goblin, who flew up high to cut off an escape through the roof.

The Jackal raised up a clawed glove, sparks flying from the fingertips. "I'm a little new at this... but I..."
can already tell that I'm really going to enjoy it."

Black Cat glanced over her shoulder at Spidey. "Well, this entirely sucks. Any brilliant ideas?"

"Not really," he answered. "I don't suppose you've got any of that bad luck mojo up your sleeve?"

Cat's eyes widened in realization. "That's it!" She pointed at a nearby stack of crates and said, "Kick there, when I tell you... now!"

She and Spidey both leapt at the closest crate and delivered a powerful double kick to it. The wobbling pile of storage-bins stacked on top of it tilted back one way, and then the other, and finally they came toppling over—one particularly heavy crate tumbling off the top of the stack and landing directly on the Green Goblin, knocking him out of the air, while the rest of the stack crashed into the next one over and set off a warehouse-wide chain reaction. The Goblin, the Jackal, Doc Ock, Tombstone, Scarlet Spider... they all possessed some measure of superhuman strength, but even they were hard-pressed to avoid being battered and crushed by the sheer volume of tonnage now falling on them from all directions.

In the middle of the confusion, the Spider and the Cat beat a hasty retreat out the warehouse's back door. As they fled, Cat called out over her shoulder, "Black Cat crossed your path...!"

• • •

Beaten, burned, sliced, scraped, and sporting a few new holes in his costume, Spider-Man alighted on the roof of a skyscraper. Black Cat was close behind; she too looked more than a little worse for the wear. Once they had both rested long enough to catch their breath, Spidey sat down on the edge of the building and said, "That did not go down like we planned."

"Does it ever?" asked Cat, sitting down next to him and cozying up close.

"No, not really, I guess," said Spidey. "God, I have just had it up to here with these nut-jobs and crooks! First there's a female me running around, and now we have this Jackal person to deal with? I'm totally gonna lose it over here!"

"Whoever they are, they sure can fight," said Black Cat. "I've got the cuts and bruises to prove it."

"The Jackal was like a freaking wild animal," affirmed Spider-Man. "It almost reminded me of Kraven the Hunter."

Black Cat rubbed her sore jaw and said, "That Scarlet Spider packs a mean right hook. But... she fights like a robot. Her heart wasn't really in it."

"Yeah, I noticed that," said Spider-Man. "This is just a theory, but, based on what we overheard, I think the Jackal was controlling Scarlet Spider with some kind of, like, brainwashing or hypnosis or something. It's possible that..." Spider-Man's voice trailed off, and for a few moments he was lost in thought.

"What is it?" asked Black Cat, once her curiosity had gotten the better of her.

"...No way," whispered Spidey.

"Is something the matter?"

"I... no. It's just a hunch, but I think I might know who Scarlet Spider is!" Spider-Man stood up and punched a fist into his palm. "I really hope I'm wrong about this, but if I'm not... she... I've gotta
go!" Losing no time, Spidey fired off a web-line and made ready to swing off.

"Wait!" said Cat. "Let me come with you—"

"Sorry, Cat. Not this time." As he swung away, he called back, "This is just between us spiders!"

Black Cat sat back down on the side of rooftop and blew a loose strand of whitish hair out of her face. "Ditched again, go figure. Pretty soon I'm going to start taking this personally."
Back in his normal clothes, Peter sprinted down his own street in Forest Hills, ran right past his house, and turned onto the Watsons' front walk. He skidded to a halt when he saw that the Watsons still had lights on downstairs, in spite of the fact that it was now past two o'clock in the morning; and, coming from the inside, he could hear raised voices.

MJ's parents were shouting at each other again. Peter didn't want to get involved, but he didn't really have time to think about it either. Mary Jane might be in serious danger. So he marched up to the front door, raised his hand to knock, and… my spider-sense is tingling? Here? What could possibly…? He paused where he stood, looking around at the yard behind him: the shadows, the bushes, the tacky lawn-ornaments. Then, movement… somewhere. He felt it more than he saw it… maybe. It had only been a twitch of perception, out the corner of his eye. It could just be my imagination. I am a little on-edge, after all.

Peter almost didn't notice the Watsons' front door suddenly swing open, right in front of him. He stood there like a deer in the headlights, looking up at the angry face of Philip Watson, who was equally surprised to find Peter standing on his front porch. "You!" he bellowed.

"Uh… hey, Mr. Watson. I know it's kind of late, but—"

"Where's Mary? What have you two been up to? Answer me, you little punk!" He moved to grab Peter, but Peter was far too quick for that.

Peter dodged back a few steps and effortlessly swatted Philip's reaching arms aside. "She's not with me!" he said. "That's why I'm here, I'm—"

Maddie Watson came to the door in a ragged bathrobe and slippers, teary-eyed and distraught. "Peter, oh my God—do you know where MJ is? She—Phil, stop that!—let him go!"

Of course, he wasn't actually able to get a grip on Peter; he wasn't even able to lay a hand on him. Peter just keep ducking around his burly, angry neighbor, trying to get a word in edgewise. "Look, I haven't seen MJ since she left my house—that was hours ago! What's going on here?"

"What's going on?!" repeated Philip. "Ha! Don't think I don't know—"

"Know what?" shouted Peter, matching Philip's angry tone.

"You two! Sneaking around, doing God only knows what! Boys your age only want one thing from a girl like—"

"What a load of crap!" Peter yelled. Now he really was pissed. He caught Phillip by the arm with one hand, and he held him fast. "Where's MJ?!" he said again.

Phillip Watson didn't quite know what to make of this sudden reversal of circumstances. He struggled, he pulled, he twisted, but he couldn't break free from the nerdy neighbor-kid's iron grip. "You tell me!" he exclaimed.

"You mean… you really don't know?" asked Maddie timidly. She too was a little awestruck by the sight of someone—especially little Peter Parker—manhandling her overbearing husband.

"I just told you," said Peter, "I haven't seen her all night. She isn't here?"

Alleviation
"No!" said Maddie. "No, I went upstairs to check on her, but she wasn't in her bed! We thought she was out with you."

_Oh, crap, thought Peter. This is really not good. And I can't tell the Watsons anything about what I suspect, because it's all too close to Spider-Man._

Then, from inside the Watson home, there came the sound of a small, sleepy voice. "Hey… w's'goin' on?"

Maddie Watson turned around to see Mary Jane at the foot of the stairs, in frilly pink nightclothes, rubbing the sleep out of one eye. "MJ!" she cried, rushing over to hug her daughter. "Where in God's name have you been?"

"What do you mean?" asked Mary, still sounding groggy. "Dad? …Peter? Is something wrong?"

Peter released his grip on Philip and snarked, "Still think we're out sneaking around?" Inside, though, he was breathing a huge sigh of relief. _Oh my God. Whew. MJ's here. That means she can't possibly be the… whew. Thank goodness._

Phillip rubbed his aching forearm and said, "Don't smart off to me, you little—"

"That's enough, Philip!" said Maddie sternly. To MJ, she asked, "I was so worried! I looked in on your room, but you weren't in bed—"

"I must've been in the bathroom or something," said MJ. "What… what time is it?"

"Time I got home," said Peter. "I'll see you tomorrow, MJ. I'm really glad you're okay."

"Oh God," said MJ, turning red in the face. "Mom, did you wake Peter up because you couldn't find me? Peter, I'm so sorry—this is embarrassing—"

MJ's parents of course hadn't woken Peter up, but just now Philip _had_ been on his way over to the Parker house to wake up May and take her to task for Peter and MJ's perceived behavior. So they didn't say anything to MJ; they just stood there, looking embarrassed too.

"S'okay," said Peter, turning away from the Watsons' porch and heading for home. "Don't worry about it. Good night, MJ!" As he jogged around the fence between their yards and went over to the storm-door that led down to his basement, he was practically swimming in a sensation of exuberant relief. _MJ's okay. Still, that puts me back at square one—I have no idea who any of these wackos in masks are. Scarlet Spider, Green Goblin, Jackal… I've really got my work cut out for me!_

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The next morning, Aunt May cooked a huge breakfast for Peter and Gwen. Given the events of the previous day, she offered to call their school if either of them, especially Gwen, wanted to stay home. But both Peter and Gwen refused—Peter because he wanted to see MJ, even if it was during school hours; and Gwen because she was suddenly very determined not to miss anymore school for the rest of the year.

And so, May packed a couple of lunches (she was usually in enough of a hurry that it was easier to simply give Peter some cafeteria money, but today she was on a roll in the kitchen) and shooed the two teenagers out the door to catch the bus.

Then she grabbed her laptop, the white pages, and the kitchen telephone, and she got down to business. It was time to track down Gwen Stacy's mother.
"You mean you had the chance to skip school today, and you didn't take it?" asked MJ in disbelief. She, Gwen, and Peter were all just getting off the school bus at Midtown High.

"See, this is exactly why I wanted to make sure I came today," said Gwen sullenly. "When word gets around about my dad getting shot—"

"And it will," said Peter. "Our school does a better job of spreading rumors than the Daily Bugle."

"—Then everyone's gonna be, like, oh, hey, the crazy loner psycho-girl lost her cop daddy. I bet she'll run off and go do crazy loner psycho things like some whiny loser orphan, maybe wind up in juvie. I don't want them thinking that about me," explained Gwen. "I hate the thought of being predictable."

"You in class all the time would definitely not be predictable," said MJ.

Harry Osborn appeared from the direction of the parking lot. "Hey guys. Gwen… I heard about your dad on the news. I'm sorry."

"You ain't got nothing to be sorry about, Osborn," said Gwen. "Your dad's still alive."

"Yeah, but I thought my dad was dead. Everybody did. So I kind of know what you're going through."

"Yeah, I guess so," said Gwen. She suddenly threw her arm around Peter and asked, "Why, you want to start a club? What with me and Pete here being orphans, and you, like, an ex-orphan."

"I was trying to be nice," protested Harry. "You know; in case you wanted to, like, talk about stuff —"

"It does seem like he's trying to be nice," said MJ, intent on backing Harry up.

"Okay, thanks," said Gwen, "but I'm really not in the mood. If you really know all about what I'm going through—"

"I wish I would have had someone to talk to," said Harry. "I don't know, maybe that was just me."

"Maybe it was," said Gwen. She shook her head and said, "Not me; not yet."

"All right. Well… see you around then, Stacy," said Harry. He turned toward the school building and walked off alone.

Peter had meanwhile managed to extricate himself from Gwen's embrace and took MJ aside. "Hey, listen, about last night—"

"Oh my God, I am so sorry about my parents!" said MJ. "I had no idea that they would—"

"Yeah, but this about something else," said Peter, cutting her off. "Something that…" he glanced over at Gwen, "…that I need to ask you about. In private."

MJ looked nervously over at Gwen. Gwen rolled her eyes and waved her hand at the couple. "Don't worry about me. Go on; go make out. You only got five minutes until the bell, though. Just saying."

While Gwen went inside, Peter led MJ off around to the side of the school building, looking for an out-of-the-way spot where they wouldn't be seen. Once they were alone, MJ said, "Peter Parker, if
you think that I'm going to make out with you until the bell rings, just because of the way my dad acted last night... you are so right."

"As much as I would love that, this is about something else," said Peter. He lowered his voice to a whisper. "It's related to, uh, Spidey stuff."

"Okay," said MJ. "What is it?"

Peter blew out a long breath and finally said, "I don't know how to ask this, so I'm just gonna... MJ, are you wearing a Spidey costume under your clothes? Kind of like mine, but all red?"

A few tense seconds passed. Then MJ burst out laughing, hard enough that she was very quickly out of breath. "What...? You... am I... what?!" She was doubled over now, while Peter just stood there and rolled his eyes. Once MJ was able to form sentences, she asked, "Is this some kind of... superhero inside joke that I don't know about?"

"MJ, I'm serious," said Peter. "Please, can you just...?"

"What, prove it?" asked MJ, lifting up her shirt a little bit. Her tummy was bare. "See? No costume. But why did you think...?"

"Because... there's another spider-person running around," said Peter. "Working for the Green Goblin. She's about your size, and—and—and she has red hair that looks just like yours!"

MJ snorted and looked askance at Peter. "You think that I... could be working for the Green Goblin?"

"I know that he kidnapped you, and you don't remember any of it," said Peter. "It could be, like, brainwashing or something. Weirder stuff has happened to me since I first put on the webs."

MJ gasped aloud when she realized that, yes, Peter was completely serious about this... and that there was a possibility, however remote, that he might just be right. "Seriously...?"

"Look, just... I need to make sure, okay?" Peter thought for a moment, searching for an idea. Finally, he pointed at the side of the building and said, "Okay, the wall. Try to stick to it."

"Uh... okay," said MJ. She walked up to the wall and reached out a hand. She didn't quite touch the wall, though. Turning to Peter, she asked, "Are you sure that I'm not, like, getting punk'd here? I swear, if the Human Torch is on the roof with a camera—"

"MJ!"

"Okay, okay! Um... how do you...?"

"I don't know, I just... stick," said Peter. "I usually don't even have to think about it."

"All right," said MJ. "Here goes..." She touched one hand to the wall, and then the other, and... nothing. She couldn't get any kind of grip on the rough bricks. Turning back to Peter, she smiled and said, "Sorry, Tiger. I guess I'm not your super-villain."

Peter grabbed MJ in a tight hug. "Thank goodness! You have no idea how freaked out I was, worrying about this."

"You really had me scared for a minute there," said MJ, squeezing back. "Still, it would be kind of cool... Peter, the things you can do are amazing! Sometimes I wish that I could do them too."
"It's not all roses, you know," said Peter, bringing his face closer to MJ's. "Sometimes it sucks."

"I know."

A sly grin appeared on Peter's face. "And now, Miss Watson, I do believe you mentioned something about daddy-issues and making out…"

MJ grinned back. "I do believe I did, Mr. Parker…"

And then the bell rang.

"Aw, nuts," said Peter.

That afternoon, Peter had to work at the ESU lab, and MJ had drama practice. Peter was a few minutes late: on the way, he'd passed the scene of a bad accident in which a semi-truck had jackknifed and rolled over several cars. It had taken quite some time to pull all the people, many of them injured, out from all the wrecks. Peter had, however, managed to snap a few pictures of Spidey in action, helping the firemen and paramedics with their work. (He could see Jameson's headline now: "Glory-Hounding Menace Causes Wreck.") He didn't have to make an excuse once he arrived at the lab, though. Neither Miss Whitman nor Dr. Warren even noticed his tardiness—Whitman because she was so preoccupied with her work, and Warren because he was (Peter couldn't believe it) slumped over the desk in his office, dozing, an open thermos of coffee still cooling nearby. He was actually drooling a little bit on a thick portfolio labelled, "Isolating Loci within the Canine Genome."

Peter walked right past Debra Whitman and into Dr. Warren's office. "Dr. Warren?"

Miles Warren started and came to, rubbing his eyes. "Ahem… erm… Parker." He fumbled around the top of his desk until he found his glasses and put them on.

"You looked like you were asleep," said Peter. "Is everything all right?"

"Yes, yes, I'm fine," said Dr. Warren. He was manic and a little twitchy now, as if he'd been drinking entirely too much coffee all day long. "One too many late nights in the lab, I suppose. Let this be a lesson to you, Parker. Take care of yourself. Don't be a workaholic. Otherwise it might make you careless in the lab. A good scientist can't afford to get sloppy."

"Yes sir," said Peter. "Okay, well, I'll get to work on the electrophoresis, then."

"Uh… Parker, wait just a moment," said Dr. Warren, stopping him. "I know we haven't really spoken to each other all that much… er, casually, I mean. But, well, my friend, Norman Osborn… he's mentioned you once or twice. Speaks very highly of you. And, of course, I've told him that your work here has been top-notch."

"Okay…?"

"Well, I believe that Norman intends to offer you a job with his company. Once your internship is finished here, I mean." Dr. Warren straightened up and said, "You have a bright future ahead of you in science, my boy, but don't take this to mean that you can suddenly get lazy!"

"Of course not," said Peter. "Was there anything else?"

"Yes, as a matter of fact there was," said Warren. He now reached for a manila folder on his desk,
opened it up, and flipped through the papers inside. "The board has opened up two more positions here in the lab, one for a graduate student and one for another young intern like yourself. I'm much too busy to deal with this myself. Fortunately, Miss Whitman has already found another grad student to hire," he finally located the paper he was looking for in the folder, "um, a fellow by the name of Michael Morbius. Pathology student from Greece. He'll be joining us here in about a month. In the meanwhile, if you know any other students with an especial talent for biology or chemistry, bring those names to Miss Whitman. She'll take your suggestions into consideration."

"Okay," said Peter. "I'll think about it." But in truth, one name was already coming to mind.

Dr. Warren turned to his thermos and started chugging the rest of the lukewarm coffee. Peter took that to mean that he was dismissed, and he went off to get today's DNA samples, the splicing enzymes, and the electrophoresis gel.

• • •

That evening, Peter came home to find Aunt May, sitting alone at the kitchen table, lost in thought. Peter walked over and kissed his aunt on the cheek. "How was your day, Aunt May?"

"Trying," she said ruefully. "Do you know that I spoke to Gwen's mother on the phone this morning?"

That was news to Peter. "What happened there?"

"Nothing good," said May. "The things that came out of that woman's mouth... well, they're not fit to be repeated. Honestly, how a woman like that could have married Gorge Stacy and had darling girl like Gwen, I just can't imagine!"

"So, where's Gwen now?"

"Up in your room, packing her things," said May. "The poor dear. Her only other family is a second cousin out in Minnesota—who she's never met in person."

"She's leaving?!" asked Peter, shocked. "Aunt May, she can't just—you can't let her—"

"I agree," said May. "But I wanted to get your opinion on the matter first. So... what would you say if we were to let her stay here? For good?"

"Aunt May, I think... that's a great idea," said Pete. *It might make my comings and goings as Spidey a little more difficult, but that hardly matters, he thought. Gwen's been a good friend to me and MJ, and I'll bet that Aunt May could really use the extra company.*

"One of you will have to give up the bedroom," said Aunt May.

"I can move down into my lab," said Peter. "Half my stuff is already down there anyway." *Including all of my Spidey gear.*

"Heaven knows, you already spend so much of your time down there as it is," said Aunt May. "Well, I think we should go tell Gwen the good news."

And so they went upstairs together. The door to the bedroom was closed. May knocked; Gwen appeared. "S'up?"

"Gwen..." began May. "Peter and I have discussed it, and, well, we were thinking... since you don't really know this relative of yours, and since I really only know how to cook for three... and we both
really think the world of you, that you might want to consider staying here with us for a while?"

Gwen didn't say anything for a long while, but she looked at Peter, who smiled and subtly nodded. Gwen suddenly lunged forward and grabbed both Peter and May in a group-hug; Peter felt a little awkward about that, but May patted Gwen on the back and said, "There, there, honey."

Gwen backed off, snuffled, and wiped a tear out of her eye with her shirt-sleeve. "I'm, uh… thanks," was all she could manage.

"Think nothing of it," said May. "You've only been here for a couple of days, but already the house is starting to seem a great deal less empty. So feel free to stay as long as you like. Right, Peter?"

"Definitely," said Pete. Then a sudden realization struck. "I should, uh, probably go see if MJ is home from drama club yet. You know, so that I can explain all this—"

"That is probably a very good idea," agreed Gwen.

Pete ran off, leaving May to explain to Gwen that the room she currently occupied was now hers to do with as she pleased, just as soon as Peter moved his own things down into the basement.
"Not a 'devil-man', Jonah. A 'daredevil'.'"

"Like Evel Knievel?" J. Jonah Jameson quirked a skeptical eyebrow at his top reporter.

"Uh, yes," said Ben Urich, checking his notes, "except for the part where he dresses up in a red suit. With horns."

Jameson stared at Urich for several seconds. "And?"

"And, he's running around Hell's Kitchen, beating up criminals and leaving them tied up for the police."

"Fantastic!" said Jameson sarcastically. "Another masked loon taking the law into his own hands! Think this might be related to the red-suited Spider-Man copycat we've been hearing about?"

Jameson and Urich were yet again having one of their famously argumentative discussions on the floor of the Daily Bugle office. Peter Parker and Joe "Robbie" Robertson stood nearby, watching the back-and-forth.

"Uh, not that I've heard, but—"

"Never mind!" snapped Jameson. "Without photos, neither one of them is news! Is Parker here? Parker!"

Peter said, "I've been right here the whole—"

"Parker, you always manage to find these wackos. I want pix of Ben's devil-man for page eight; and I want Spider-Woman, page one—"

"You mean Scarlet Spider," said Peter without thinking. "Wait—oh crap—how am I supposed to know that?"

Urich and Robertson both shot Peter funny looks. Peter scratched the back of his head nervously and said, "I, uh, I heard that's what she's called. Scarlet Spider. Not Spider-Woman."

Jameson rubbed his chin. "Hm. It's not bad. But the Bugle gets the trademark; after all, we're printing this garbage. You can have a bonus for coming up with the name, though." He rifled through his pockets and came up with a cigar. "Uh… do you smoke?"

"Jonah," said Robbie, "the kid's a kid."

"Oh. Right. Well, I'll come up with something else then. Ben!" He turned his attention back to Urich. "What happened to the Doc Ock story? I sent Leeds out to Oscorp, and he came back with Green Goblin gold! You've delivered bupkis!"

"I'm close to breaking it wide open, Jonah!" exclaimed Ben. "I can just tell, there's a huge lead, as soon as I figure out the connection with Frederick Foswell—"

"Foswell!" shouted Jonah, who put his hands on his hips and started to storm around the office. "That ungrateful crook! After everything I did for him—gave him a job here at the Bugle, ran the story that made his career—and now he doesn't even have the decency to stay crooked and make more news!"
Urich looked over his notes again. "He turned himself into the feds on Monday. Said he was willing to turn state's evidence against the crime-lords. Jonah, this could be our first solid proof since Silvermane that there really are still crime-lords!"

"You mean like the Kingpin?" offered Peter, hoping to steer the discussion away all things Spidey-related.

"The kid makes a point," said Uirch. "There are rumors flying around now that Wilson Fisk of all people is connected to the Kingpin! Jonah—"

"Forget it!" snapped Jameson.

"Jonah, you know that where there's smoke, there's usually fire!" countered Urich. "Recognizing a story before it breaks is eighty percent of my job, and I get the feeling—"

"I will not libel the name of another upstanding citizen! The reputation of this paper—"

"You were wrong about Lincoln; who's to say you're not wrong about Fisk!?!"

Jameson, meanwhile, had noticed that the desk-phone in his office was ringing. He made his way back over to his desk while he spoke, but he wasn't about to drop the argument with Urich. "He's a philanthropist! Gives millions to charity!"

"So did Lincoln," Urich shot back. "Doesn't mean he wasn't also a crime-boss called Tombstone!"

Jameson held up one finger, putting the discussion on pause, while he picked up the phone and listened to the call. Then he put the phone back down on its cradle and clapped his hands. "Okay, people, listen up. I just got a tip—the Spider-Wo—uh, Scarlet Spider was just seen robbing a bank on Madison Ave. Ben, do you want this one or do I have to give it to Leeds?"

"I'm on it, J.J." said Urich, already packing his things.

"Parker, go with him—where's Parker?"

But Peter had already run off on his own.

• • •

Spider-Man was on the scene mere minutes later. When he arrived, he was astonished to discover that the bank was surrounded by NYPD officers, most of whom had already been webbed up en masse. He landed on the ground next a group of about half a dozen officers (who had been covered in sticky webs along with almost an entire police-car) and started snapping the webbing with his hands. "Hang on," he said, as pulled a fourth one free.

"Never mind us, Spidey," said the officer. "The copycat is still inside the bank. Go get her!"

"Wait!" shouted a woman in an NYPD ball-cap, jacket, and tactical vest. She was carrying a megaphone in one hand; with the other, she flashed her captain's badge. She marched up to Spider-Man and said, "Hold on just a minute! Are you here to help us, or her?"

"I think you know the answer to that, chief," said Spidey glibly.

"That's Captain to you," came the response. "The name's Jean DeWolff. I'm George Stacy's replacement."

That gave Spidey pause. "You're the new captain in his precinct?"
"In Queens? God, no!" said DeWolff. "But the Commissioner did give me his old job, heading up investigations involving super-powered criminals. I'm willing to let you go in there, Spider-Man, but before I do, I want to know: can you tell me anything at all about this copycat, where she comes from?"

"I know she works for the Green Goblin," he said. "Beyond that, I know what you know." After that, he didn't wait any further. Before Captain DeWolff could utter another word, Spidey was jumping over the webbed-up police car and swinging for the bank entrance.

Just as he reached the front doors, they burst open, and out came Scarlet Spider, swinging on a web-line of her own and carrying several sacks of cash slung over her back. She landed on the bank's flagstone-paved façade in a spider crouch, one hand to the ground.

"We just have to stop meeting like this," said Spidey. "People are starting to talk." He fired a couple of web-funnels, which Scarlet Spider easily dodged by springing into the air and turning a flip right over Spider-Man's head.

Landing on the other side of him, she blew a kiss and said, "Catch me if you can, lover-boy." Then she shot a web-line at a nearby building and sailed off, with Spidey doing likewise a second later, hoping to stay hot on her heels.

A shot rang out and a bullet whizzed by the two of them; down on the ground, Captain DeWolff switched on her megaphone and started chewing out the officer who had shot without her permission, while a friendly was still in the line of fire.

From this part of Lower Manhattan, Scarlet Spider struck an easterly course, heading in the direction of the East River. Spider-Man stayed close behind, right up until the moment when he heard a loud whistle on one of the rooftops. There was Black Cat, sitting on the edge of the roof in a thoughtful pose. Spidey allowed himself to slow down in mid-chase, just long enough to swing by Black Cat and ask, "A little help?"

"I thought you'd never ask," answered Cat, firing her grappling line and joining Spidey in the pursuit.

Meanwhile, that momentary diversion had allowed Scarlet Spider just enough of a head start that she was able to reach into a web-bag and pull out a cell phone. She hit the one number it had on speed-dial. "He's following, as planned."

"Good," answered the Jackal. "You know what to do."

• • •

At that very moment, within the Oscorp R&D facility, Dr. Miles Warren hung up his phone. He was dressed in the Jackal's furry green suit, but with the mask and clawed gloves removed. A look of pure, psychotic glee shone on his face.

Norman Osborn, likewise wearing his costume but minus the mask, walked into the laboratory and greeted his partner-in-crime. "How goes it, Miles?"

"It's incredible!" answered Warren. "The transformation that's come over me… it's not just the enhanced genetics." He held up the Jackal mask and said, "I swear, when I put on this mask, it's like… I become an entirely different person. I've never felt quite so… so very alive! Now I realize why you do what you do!"

Osborn threw his head back and let out a full, throaty laugh. "It's quite liberating, isn't it? A secret
identity… a mask between you and the world, freeing you to do anything you want." Osborn looked down at his own green-gloved hands, curled his fingers, and flexed his muscles. "Of course, a few enhancements do help."

"Indeed," said Warren. "What you've accomplished with your 00Z formula, Norman, is nothing short of revolutionary! I'll admit that I'm not nearly as powerful as you. Still, I wouldn't have done things differently. I have a certain fondness for the new genes that I've added to my own."

"What exactly have you done to yourself?" asked Osborn.

"Oh, it's very similar to what I did for Kraven," said Warren. "Except that instead of feline DNA, I've used canine on myself. With a little more care and precision, so that my human appearance wouldn't change."

"You've literally made yourself part-jackal?" Osborn laughed again. "I don't know why, but I feel that it fits you. In any case, Miles, welcome to upper echelon of mankind. You're a superior being now, my friend; revel in it."

"Believe me, Norman, I do."

"Do we have a status update on our pretty little Miss Scarlet?"

"She's already on her way to Riker's," said Warren. "Spider-Man is following, as planned."

"Excellent!"

"I must ask, Norman: why this? Why now?"

"Because it's time we turned all of our attention to eliminating the Kingpin," answered Osborn. "That means keeping Spider-Man distracted. And a little bit of chaos can be a world-class distraction!"

Scarlet Spider landed on top of a warehouse overlooking a pier on the East River. Spinning two webs, she pulled them tight and stepped back, back, and further back still, until the webs reached their maximum tension. Then she kicked off the ground and fired herself like a slingshot, high into the sky.

Moments later, Spider-Man and Black Cat landed in the same spot. "I can't believe it," said Spidey. "She's headed for Riker's Island!"

"Okay, now this is pathetic," said Cat. "First she robs a bank in broad daylight; now she's sending herself to prison. As a professional thief, I'm just plain offended!"

"We have to find out what she's up to." Now Spidey spun a couple of webs and prepared to undergo the very same slingshot maneuver that Scarlet Spider had just performed.

"I'm honestly not all that keen on zipping over to an island full of jail-bars and prison-guards…" said Cat.

"Well, I'm going," said Spidey. "If you want to come along, grab on and hold tight."

Cat smiled and purred, "Oh, well when you put it that way…" She crept up behind Spider-Man and held him tightly from behind, molding her body against his. Spidey's webs were far stronger than Scarlet Spider's, so they could take a great deal more tension before snapping. That provided enough
spring action to send both Spidey and Cat flying over the river together.

Scarlet Spider punched, kicked, and webbed her way through the surprised guards of the Raft, the extra-maximum-security super-villain wing of Riker's. Having essentially all of Spider-Man's powers (albeit in different proportions; she was much stronger, but not quite as fast or hyper-aware) meant that she was a formidable force indeed, a veritable one-woman army. She'd studied the layout provided by Goblin and Jackal; she knew precisely where she was going. It was a special cell, for a special prisoner.

Once she found a guard with the proper clearance, she wasted no time in snatching him up with a web-line, pulling him towards her, and snapping his neck in one clean motion. She would need his keycard, his fingerprint, and his retina; so the corpse would be coming with her in its entirety.

At last, she found the cell that she was looking for. She swiped the card, revealing a panel and a scanner. With the dead guard's hand on the panel, she put the head up to the scope and pried the eyelid open. "Access granted," said a pleasant computerized voice.

The room beyond was layered with insulating plastic. Strapped to a vertical slab, with power-draining cables attached to the restraints, was a man with glowing, greenish-yellow skin, wearing part of a rubber insulating suit.

"Max Dillon," said Scarlet Spider.

Dillon gritted his teeth. "I'll only tell you this once, bitch! I really don't like being called 'Max'!"

"Electro, then. I have a message from the Big Man."

"Hold it. That getup makes you look like Spider-Man! What makes you think I'll believe anything you have to say?"

Scarlet Spider tossed the dead guard at Electro's feet. "How about if I set you free?"

Dillon's eyes widened. "You're gonna get me outta here? In that case, I'll do anything you say!"

"Then listen up: the Green Goblin is the new Big Man of Crime. And he has a job for you." Scarlet Spider started unplugging the cables and loosening the restraints. "I let you out. You go do the job. Then you're free to join us... or not. Your choice."

An eager grin appeared on Electro's glowing face. "Lady, you've got yourself a deal."

"Well," said Scarlet, smiling under her mask, "there is one other little catch..."

Spider-Man and Black Cat followed the trail of bodies, most of them unconscious or webbed up, some of them having been killed outright by Scarlet Spider's immense strength. Then they turned a corner into a deserted hallway, and the lights started to flicker ominously. Arcs of electricity jumped along the ceiling from light-bulb to light-bulb, shorting them out and causing them to shatter, one at a time—each explosive burst getting nearer and nearer to the Spider and the Cat.

"Oh, no," groaned Spider-Man. "Please, don't tell me that she—"

The miniature lightning-bolts arcing from the ceiling came together in the hallway and coalesced into

Electro threw a couple of plasma-bolts at Spidey, who bounced off the wall and ceiling to dodge them. Black Cat was just about to rush at Electro (as foolhardy as that move would have been), when she was clobbered by a huge ball of money-sacks all webbed together. Scarlet Spider appeared behind them in the hallway, having just thrown her heist-loot at Cat.

"You really need to stop what you're doing, Scarlet," said Spidey. "You're giving Arachnoid Americans everywhere a bad reputation. And as for you, Maxie," he taunted, "you really oughtta—"

"AAAAUGGHHH! FRY!" shouted Electro, blasting at Spidey again and cutting off his quip.

Black Cat, meanwhile, had recovered her wits and now sat up. Realizing that she had four huge sacks of cash in her lap, she gathered them up and said, "Hey, Spider, just so you know, I'll make sure these get where they need to go once we're done here."

Spider-Man was now dodging both electric bolts and webs. "Do not even think about it," he deadpanned at Cat.

"Oh well," she said, dropping the cash with a sigh. "You can't blame a girl for trying." Then she leapt into the fight, turning a few agile handsprings and launching a kick at Scarlet Spider.

Scarlet responded by spraying a wide mass of webs all over Black Cat, effectively knocking her out of the brawl for the moment. But she didn't stop there. With Black Cat immobilized, she knelt down over her victim, balled a fist, and prepared to deliver a fatal coup de grâce.

That was when a pair of web-lines struck Scarlet Spider in the back—spack, spack!—and Spidey, clinging to the ceiling, pulled hard. Scarlet Spider went flying in Electro's direction. "No, wait!" cried Electro. "Don't touch me, you'll—" But it was too late. In mid-air, Scarlet righted herself and turned her uncontrolled flight into a kick, meaning to bounce off of Electro. She struck him in the chest, which now sent him flying, while she herself received the mother of all electric shocks. She screamed and fell to the ground.

"And that, kids, is why genuine Spidey-brand webbing is preferred by four out of five spider-people over your generic brand-X," said Spider-Man. "Thirty-seven percent webbier than the competition." He fired a mass of webs that pasted Scarlet Spider to the floor.

Electro was by no means done in, though. He now rose up with an angry roar and levitated off the ground, uncontrolled energies crackling off the walls. Spidey realized that he and Cat needed to be somewhere else, and pronto; so he tore the webs off Black Cat and picked her up, preparing to dodge a massive wave of electricity.

Electro was all ready to fire off such a wave, too, but he was stopped by the voice of Scarlet Spider. "Electro!" she said sharply. "Fry the Spider after I get out of the way." Dillon stopped what he was doing, and the buildup of charge died down. "Oh… yeah, right." He let himself float back down to the ground and started firing tiny bolts of electricity around the edges of the webbing that held Scarlet Spider fast, cooking it away bit by bit.

Back around the corner of the hallway, Spidey and Cat crouched, waiting for a blast that never came. "Okay," said Spidey, "this is bad. We'll never stop Scarlet Spider unless we can take Electro out first. Do you have anything flammable?"

"Flammable?" asked Cat. She reached into a pouch at her belt and pulled out a small device. "Uh… will this do? It's a micro-detonator, used for setting off plastic explosive."
"Perfect," said Spider-Man. He took the detonator, leapt to the ceiling, and crawled around until he found a smoke-detector. Then he squirted a ball of web fluid onto the ceiling, next to the smoke-detector, and set the blast-cap into the webbing, shaping it so that the cap was pointed right at the detector. "Is this remote activated?" he asked.

Cat answered by pulling out the remote control. "Get clear."

Spidey turned away and covered his ears. Just as Electro and Scarlet Spider were coming around the corner, Cat activated the remote. The blast-cap went off; a small burst of flame and smoke exploded on the ceiling, setting off the smoke detector… and the fire alarm… and the sprinkler system.

Electro screamed in terror. Sprinklers all up and down the hallway were dousing everything in sight. Wherever the water struck Electro, sparks flew and he shouted in agony. Now thoroughly confused, frightened, and wracked with pain, he started stumbling down another random hallway, looking for the safety of a dry spot.

Scarlet Spider realized that the jig was up. She covered Electro with webbing to insulate him from the water, grabbed him, and started web-slinging down the hallway.

"After them!" shouted Spider-Man.

"We really shouldn't leave all that money just sitting there," said Black Cat. "Anyone could come by and take it."

"CAT!"

"All right, all right, I'm coming…"

They chased Scarlet Spider through the labyrinthine halls of the Raft, but she was the one who had studied the layout of the place. She knew the fastest way out of there. Once outside, Electro would be free to travel anywhere in an instant, using the city's power-grid as his own private transportation network. "Do the job," said Scarlet to Electro, freeing him from the web-cocoon. "After that, if you want in on bigger plans, stick around New York. The Green Goblin will find you."

"Understood," said Dillon. He reached for the nearest power-conduit, tore it free of the wall, and disappeared in a shower of sparks and bolts.

Scarlet Spider now made all haste for the Riker's Island Bridge, fleeing the scene as quickly as she could, minutes ahead of Spider-Man and Black Cat.
All day long at school that following day, Peter Parker was pissed. Scarlet Spider had gotten away cleanly. Electro had been broken out of jail, and now he could be anywhere in the city. One more super-powered psychopath to add to the list of dangerous villains at large. Electro, Doc Ock, Jackal, Green Goblin, Scarlet Spider… I'm going to lose count. Now I almost hope that the Green Goblin gets his gang-war with the Kingpin. Maybe then they take a few of each other down for a change, instead of making me do all the dirty work. Peter would have been serious in that sentiment, if not for the high probability of innocent civilians getting caught in the crossfire, should a true civil war between the crime-lords break out all over New York.

Thoughts like these kept Peter stewing to himself, even during the bus-ride home from school. Gwen was glad for the silence, while MJ for once seemed too tired to try and get Peter to open up. When the bus rolled to a stop in their neighborhood, four people got off there, as usual: Peter, MJ, Gwen, and Flash. Three of them went one way; Flash went the other, pausing momentarily to look at the trio over his shoulder before he disappeared without a word. He had backed off of both Peter and Harry in his bullying in recent days, with no explanation forthcoming.

Peter and the girls headed for the Parker home. "Do you wanna hang out?" asked Pete.

"Honestly, I'm so exhausted," said MJ. "It's been such a long week, I just feel like going home and crashing."

"You can crash on the couch if you get tired," said Peter. "Aunt May won't mind."

"All right." So MJ followed Peter and Gwen inside.

Aunt May wasn't home that afternoon, though. She was doubtless off somewhere, involved in one of her many extracurricular activities, the sorts of things people her age did to stay active. And so the kids helped themselves to food and set about doing their homework for most of the rest of that afternoon.

It was when the evening news came on that everything finally came to a head. The TV had been on in the background, just for the sake of some white noise, but now a newscaster appeared and intoned solemnly, "This just in, we have a breaking story: the powered criminal known as Electro has attacked the Ravencroft Institute. Several of the Institute's mental patients have escaped and are reportedly on the run from authorities as we speak. Max Dillon, alias Electro, had already fled the scene by the time police arrived; he remains at large, whereabouts unknown."

Peter stared at the TV screen, his mouth open, a spoonful of milk and cereal suspended in one hand. Ravencroft. That's where Eddie is… or, where he's supposed to be. This… am I cursed? I must be cursed; it's the only possible explanation for the kind of week I'm having.

He looked over at MJ; but she was dozing with her head down on the kitchen table. Gwen, meanwhile, had her nose buried in a math book. She hadn't been paying attention to the news either; she was off in a world of her own.

Great, thought Peter. I don't know what to do. Is this a job for Spider-Man? Electro's already gone; the escaped mental patients don't have powers, so it's really up to the cops to chase them down… but Eddie. Eddie knows who I am. I have no idea how together he'll even be, whether he's gotten better or worse in the meanwhile. But if I can find him, I should try.
Peter debated whether he should rush off and join the manhunt for several minutes. His train of thought was broken by the phone ringing, which also roused MJ from her little nap. He got up, marched over to the phone, and answered it; and then he passed it to Gwen. "Uh… it's for you."

Gwen took the phone, wondering who could possibly know that she was staying here. "Hello?"

"Hello, Gwen Stacy?" said a woman's voice. "This is Detective Terri Lee, at the 112th. Do you remember me?"

"Yeah, sure," said Gwen. The 112th was George Stacy's old precinct. "Terri. What's up?"

"Uh, well… have you heard about the breakout that happened earlier today? At the Ravencroft Institute?"

"Uh, I think it was just on the news," said Gwen, tensing up. "Why?"

"Listen, I just thought I should let you know—you know, out of respect for George—that Kasady was on the list of escapees from the nuthouse that they haven't found yet. Now, I want to you know, there's no reason to think that you're in any kind of danger from this guy. We don't think he was targeting anyone specific, so it's not like he knows who you are or anything. But… well, I just wanted to let you know, and, uh, to say that we'll call again once this whack-job is put away for good."

Gwen mumbled a word of thanks and hung up the phone.

"Is something wrong?" asked Peter.

"Kasady… escaped from the nuthouse," said Gwen. On the outside, she looked stunned. But on the inside, she was seething, boiling with rage.

Peter looked over at the TV, and then back at Gwen. "…He was in Ravencroft?"

"I guess."

Peter turned to MJ. "That's also where Eddie Brock was." And Colonel Jameson, for that matter.

MJ gasped. "Oh my God! Peter, do you… uh… do you want to go… check up on him?"

"I probably should," said Peter.

"Yeah, go ahead," mumbled Gwen. "Run off like you always do, whenever somethin's goin' on."

"What's that supposed to mean?" snapped Peter.

"I don't know. It's only that, you know, the guy who killed my dad is on the loose again, and it looks like you want an excuse to run off and take pictures or something!"

"What?!" said Peter.

"Gwen, you don't understand," said MJ. "This friend of ours from way back, Eddie, he was—"

"Yeah, yeah, I got that," said Gwen. She leaned back onto the wall of the kitchen, arms folded, eyes on the floor. "Sorry. I shouldn't'a said that. I guess I've just got… uh, issues to work out still."

"No kidding," said Peter, who stalked off down to the basement to get his web-shooters and his costume.
"Uh… Peter's under a lot of stress right now too," said MJ in an apologetic tone. "I think he's really worried about our friend—"

"I don't blame him," said Gwen. "Come on. I haven't been staying here all that long, but Pete is like a little brother to me. He can say whatever he wants."

MJ smiled. "'Little'?"

"Yup. Which makes you my official little sister-in-law. You know, 'cuz of how practically-already-married you two are."

"We are not!"

"Yeah y're," said Gwen. "Mary Jane Watson-Parker, that might as well be your name now," she teased.

"Stop it!" said MJ. "Although..." she closed the textbook that she'd been resting her head on and put her pencil up to her lip pensively, "it does have a nice ring to it..."

Peter came back upstairs with his costume on under his clothes and his gear hidden safely away in his backpack. "Hey Gwen, when Aunt May gets home, can you let her know that I've gone out?"

"Yeah, sure. But first, what's your excuse?"

"My what?"

"You know, your reason for being late, in case you're out all night again." Gwen rolled her eyes and explained it to Peter like it was obvious. "We don't want to get our stories mixed up. So what should I tell Aunt May in case you come sneakin' in through the cellar door at three AM again?"

• • •

Cellar door... cellar door... cellar door...

The trigger-words pounded in MJ's head.

But her master hadn't given her a mission.

Scarlet Spider was a free agent of chaos.

• • •

Peter was so taken aback by Gwen's words that he didn't notice MJ suddenly sit up straight at the table and stare off into space, entranced. "Uh… what do you mean?" he asked.

"Don't play the goof," said Gwen. "I totally heard you come in late, again, the other night. Were you and MJ—?"

Then, spider-sense. Mary Jane stood up, picked up the kitchen table, and hurled it with all her might at Peter and Gwen. Peter felt it coming and dove out of the way, grabbing Gwen in mid-air and pulling her out of harm's way too. The table was shattered into kindling and sawdust. Pete was on his feet again in an instant, but Gwen was rolling around on the ground, nursing a bruised forearm. "MJ, what the hell?" she coughed.

Then Peter and Gwen looked up to see MJ, staring down at both of them with a blank, inhuman gaze… while clinging to the ceiling.
"Holy shit," said Gwen. "This is some wiggy exorcist business!"

"Uh… MJ?" said Peter in a weak voice. "…Please come down?"

Mary Jane responded by skittering along the kitchen ceiling until she came to the back door. Then she kicked the door clear off of its frame and fled out through the Parkers' backyard.

Peter was already pulling off his clothes and putting on his web-shooters. *Oh, well,* he thought. *Gwen's a smart girl; she was going to figure it out eventually anyway.*

Gwen could only stare at Peter, stunned out of her wits. "P-Peter… you… you're freakin' *Spider-Man*?!"

Before he put his mask on, he said to Gwen, "This isn't how I wanted you to find out, but… well, there's no time. MJ's in trouble—I have to go after her."

"Wait! Wha—uh—what am I supposed to tell Aunt May?!"

Peter turned to Gwen and said in his most serious voice, "She never knows! Nobody else ever knows! It's too dangerous! Do you understand?"

"Y-yeah, sure, I won't tell anyone," said Gwen. "But… I meant, what about the kitchen?"

Peter looked around. The kitchen table, the back door… it was a minor disaster area. "Uh… tell Aunt May that I got into a fight with MJ."

"Seriously?"

"You wouldn't be lying," said Pete. "I'm about to get into a fight with MJ." Then he put on his mask and sprang out the back door.

Mary Jane, meanwhile, had leapt the fence into her own backyard, crawled up the side of her house, and through the window into her own bedroom. She reached for a box hidden under her bed and pulled out Scarlet Spider's costume and web-shooters.

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Peter leapt onto the roof of the Parker home and scanned the neighborhood. Spider-sense warned him when Scarlet Spider's foot came flying at his head. He ducked out of the way and turned the tables, launching attacks of his own with fists and feet. Mary Jane countered his every attack with robotic precision. But it was like a fight between a karate black-belt who had spent years on rote forms, versus a martial artist in the vein of Bruce Lee. Mary Jane had ruthless and efficient mental programming; but Peter had experience and improvisation. As they bounced from rooftop to rooftop, exchanging blows and dodging each other's attacks, it was obvious that Pete was going to wear her down, and soon. And so Scarlet Spider kept trying to break away from the fight, to get clear and flee.

Down on the ground, while mowing his parents' backyard, Flash Thompson was shocked to see Spider-Man and Scarlet Spider duking it out on the rooftops of his very neighborhood. "No way…" he said to himself, as Scarlet Spider landed on his rooftop, ran across it, and sprang away, closely chased by Spider-Man. "Go get her, Spidey!" he shouted. After all, Flash was a big fan.

The two costumed characters were heading away from Forest Hills now, and in the general direction of Elmhurst and Rego Park. Peter realized that MJ was following Queens Boulevard, which meant that if she kept this up she would eventually reach the Queensborough Bridge and then Manhattan. "Mary Jane!" he shouted after her. "Come back! I can help you!"
Scarlet Spider didn't answer. She just kept running.

But then again, Peter was much faster than she was. Once he had gained enough ground to get a clear shot, he aimed his web-shooters and fired. *Please don't miss, please don't miss, please—direct hit.* Thwip-spack! MJ was caught. Peter kept spraying on the webs, hoping to subdue her entirely before she could break free. Now that she was plastered to the roof of a building, he approached cautiously. MJ wasn't saying anything, but she was struggling against his webbing with all of her considerable might.

"Mary Jane," he said, kneeling down and peeling off his mask. "MJ—look at me. It's Peter!"

Through the blank mask of Scarlet Spider, huge white eye-pieces set in crimson, Mary Jane saw the face of the one she loved. "…Peter?"

"Fight it, MJ! I don't know what Gobby did to you, but you can beat this!"

Scarlet Spider finally tore one arm free of the webs and threw a right hook at Peter. He sensed it and caught MJ's arm. "MJ, I don't want to fight you!"

"I don't either," said Mary Jane. "But I have to!" She tore a leg free and kicked, but Peter stopped that too. Now he was physically holding her down, pinning her to the roof.

"Why?!"

"*Because he says I have to kill you!*"

"Who is 'he', Mary Jane?"

"The Jackal… the Jackal says that I have to kill Spider-Man…" Mary Jane was sobbing underneath her mask now, fighting in her mind to figure out what was real, what she wanted, what was *her* and not this other dark presence in her psyche.

Peter took MJ's mask off, so that she could see him more clearly. He put his hands on her cheeks and made her look at him. "MJ, look at my face. It's me. It's *Peter*. Do you really want to kill me?"

"I… I don't think so…" She sounded uncertain.

Peter hugged MJ close. "I going to help you," he said. "Will you come with me?"

"Peter… where are we going?"

He was already pulling the webs off, tearing MJ free. "We're going to go see some friends who can help you. Come on, MJ; I've got you." He picked her up; she clung to Peter tightly, hardly aware of what was going on now. Then they were off, with Peter swinging the both of them across the city.

• • •

In one of the open, brightly-lit penthouse suites of the Baxter Building, Johnny Storm and Ben Grimm were at each other's throats. Or rather, their avatars on the huge flat-screen TV were going at each other, slashing, punching, shooting. Beautifully rendered, high-resolution blood splattered across the display. "Hah!" shouted Johnny, spiking his controller onto the couch. "Owned you again!"

Ben looked down at the enormous, industrial-strength, arcade-style joystick that Reed had built for him. The buttons, stick, and frame were all battered into scrap-metal… again. "Nuts," he grumbled.
"I broke my stick."

Johnny looked over at the remains of Ben's controller. "Does this mean no more XBOX?"

Ben shrugged. "Until Reed and Suzie get back, I guess not." He scratched his head with an orange, rocky hand. "Remind me to have Stretcho make me a couple of spares next time."

They were interrupted by the sound of a faint rapping on one of the huge glass window-panes that lined every wall of the penthouse. Ben glanced over and started when he saw Spider-Man sticking to the outside of the window, holding a red-suited spider-girl in his arms. "What in the—?"

"Oh, hey," said Johnny, "it's only Spidey." He went to the window and opened it. "What's up, buddy?"

"It's… complicated," answered Peter. "Listen, is Reed Richards here? I really need to talk to him."

Johnny stared at Spidey and let out a hollow chuckle. "Dude, don't you read the papers? Reed and my sister, like, just got married. A couple of days ago. It was all over TV."

"Sorry, Bug-Boy," said Ben. "It's their honeymoon. They won't be back for a while."

"Rats," said Peter, moving over to the couch and setting MJ down. "I don't suppose either of you know anything about brainwashing?" MJ seemed to be in and out of consciousness now; she groaned softly when Peter finally let go of her and stood back up.

"Okay, this is startin' to sound kinda sketchy—" said Ben.

"Sorry," said Johnny, "I don't think either of us can help you. Who is she?"

"Someone very important to me," said Peter, "and she was brainwashed by the Green Goblin. Or by one of his henchmen, I think."

Johnny snapped his fingers. "The redhead from the party! The girl we went looking for that night!"

"Yeah," said Peter.

"Your girlfriend," said Johnny

"Yeah," said Peter again.

"Oh, man. And the Green Goblin made her, what, all evil and stuff?"

"More like a sleeper-agent, I think," said Peter, "but… basically, yeah, all evil and stuff."

"Okay, I've got this," said Johnny. He pulled out his cell phone, dialed a number and said, "Hey, I need to—huh? Oh, yeah, this is Johnny Storm. Yes, of the Fantastic Four. Yeah, I—oh, hey, hi, Miss Potts. Listen, is Tony Stark around? This is kind of important."
Rehabilitation

Tony Stark was a busy man, but this was a unique situation. In this one instance, he decided that it was worth his while to make a little time. He made one quick stopover at SHIELD Headquarters to collect some necessary technology, and then he flew straight over to the Baxter. Much to Peter Parker’s delight, his mode of transportation was nothing less than the latest, greatest iteration of his Iron Tech armor: the Mark VII Iron Man suit. He came gliding in through the penthouse's open window, guiding himself to an easy stop with his repulsor-based flight-stabilizers, and landed on the floor with a metallic *clank*. Servos *whirred* as Iron Man's faceplate retracted, revealing the famous face of the one, the only, Mr. Tony Stark.

"I hear somebody ordered a neural deprogramming," said Stark. "Or maybe it was a pizza with everything? Pretty sure it was a deprogramming, though. Either way, it's still here in thirty minutes or less."

"Thanks for coming, Tony," said Johnny.

"That's Mr. Stark to you, kid," he said quickly. Before Johnny could even open his mouth to reply, Stark was already following that up with, "Just kidding. If you're a fellow super-hero, you get to call me Tony. And from the looks of things, that's pretty much everybody in the room—**whoa**. You're really **him**, aren't you?"

Peter looked to his left and to his right before he realized that Mr. Stark, or maybe he could call him Tony, was talking to *him*. He pointed at himself and asked, "I'm… me?"

"I sure hope so," said Stark. "Otherwise, things are going to get very confusing. Spider-Man, isn't it? Thor and Cap are big fans."

"…They are?!"

"Well… they've heard of you, anyway. Same thing. Where's the patient?"

Peter managed to overcome his star-struck stupor just long enough to direct Tony over to the couch, where Mary Jane was now resting more or less peacefully. "Right here," he said.

"For this to work, I'm gonna have to ask you take off her mask," said Tony. "That's not gonna be a problem, is it?"

"If that's the way it has to be..." said Peter. He was willing to do pretty much anything to cure MJ, and under the circumstances, trusting Tony Stark was better than any alternative he could come up with. So he removed MJ's mask.

"Hey, she's cute," said Tony with mild surprise.

"She's sixteen," deadpanned Peter.

"Moving on," said Tony, clearing his throat. "Can you wake her up, please?" He knelt down next to the couch and said, "Wake up, kid," while Peter gently shook MJ until she was roused.

MJ groaned and slowly came to. "Peter..." she said groggily. "Wha... where am I?" Then she sat up and took note of both her surroundings and her clothes. "Johnny? What the... oh my God." She looked down at her red-gloved hands and then back up at Tony Stark. "It's true then. I'm the Scarlet Spider! ...and, holy crap, you're Iron Man."
Tony smiled gently. "Nice to meet you. Now hold still while I run a quick scan. Eyes open, face me; Jarvis, neuro-scan, theta frequency." Iron Man's faceplate snapped back into place, and sweeping beams emanated from the glowing bluish-white eye-slits. Once that was done, the faceplate retracted again, and Tony said, "Can you tell me your name, sweetheart?"

MJ looked up at Peter. Peter shrugged. "Up to you. At this point, we either trust him or we don't."

"Mary Jane," she said.

"Mary Jane. That's pretty. Well, Mary Jane, you've been programmed with a little bit of hack-work hypo-therapy, which might sound kind of terrible, but actually it's pretty good news. If you'd really been brainwashed, with the kinds of long-term mental conditioning techniques they use on spies, the only cure would be reverse conditioning, which would probably mean a couple of very unpleasant weeks in a SHIELD deprogramming facility. That would not be fun." Tony paused for just a moment to let that sink in. "As it stands, the cure is much easier. Watch the birdie." Here, Tony held up one iron-gauntleted hand and let the repulsor-emitter flash brightly, right in Mary Jane's eyes.

MJ shrieked in surprise and rubbed her eyes. "Yah! What was that?!"

"Integrated version of the SHIELD-issue neural neutralizer," said Tony. "You're not completely out of the woods yet, but the effects of the hypnosis should start to diminish pretty rapidly. You'll be your old self again by this time next week."

"Heh-heh," chuckled Ben Grimm, "not bad, Tin Can."

"Well if you want to say 'thank you,' you can do two things for me," said Tony. "First, get me a cognac on the rocks; preferably not orange rocks—"

"Very funny," muttered Ben, making no move to fulfill Tony's request.

"—And second, tell Mr. Absent-Minded Professor the next time you see him," here Tony was referring to Reed Richards, "that he has to get back to me with his thoughts on those upgrade schematics I sent him. He's not allowed to let it slip his mind this time."

"I'm sure I'll remember to let him know," said Ben. "Whether he remembers after I tell him is another story."

Tony turned to face Johnny and the spider-duo. He clapped his hands together with a clank and said, "Well, kid's it's been fun, but—" Here, he paused and snapped his fingers (which was quite the impressive feat in Iron Tech armor). "—Oh. Right. Almost forgot: ulterior motive. Spider-Man, have you ever met Colonel Nick Fury?"

"Uh… no."

"Well, he hasn't met you either, but he wants to fix that. Even asked me to pass the message along in person. You have an open invitation to swing by SHIELD Headquarters sometime and meet the big guy in charge—by which I do not mean the Hulk." Tony shrugged his shoulders (again, given his armor, kind of impressive). "My first guess was, he wanted to offer you a spot on the Avengers, but now that I meet you, I'm thinking Fury plans to start a little-league. Anyway, if you don't find him, he'll find you. Jarvis, what time is it? Damn; gotta fly." And with those words, he did—literally, out the window, at nearly 200 miles an hour.

Peter watched after him, still more than a little awestruck. "Wow. We just met Tony Stark."

"Oh God," said MJ, letting her face fall into her hands. "I think I'm going to be sick."
"Whoa, not here!" said Ben, holding up his hands. "If you need the bathroom, it's over there!"

"You don't get it," said MJ, looking up at everybody, tears forming in her eyes again. "The things that Jackal and Goblin made me do… I broke Electro out of prison! I robbed banks, beat people up… Peter, I've killed people!"

"That wasn't you!" said Peter, kneeling down in front of MJ and tearing off his mask. (At this point, he really didn't care at all if the Thing saw his face.) "Mind-control doesn't count. It's a… an on-the-job hazard for super-hero types, so it doesn't count. Right, Johnny?"

"Yeah, totally," said Johnny. "Doctor Doom pulls that kind of crap all the time. Anything you did while you were hypnotized was absolutely not your fault."

"Matchstick's got it right for once," agreed Ben. "You can't blame yourself, kiddo. 'Specially if there was nothing you could do to stop any of it."

"Ugh… can we talk about this later?" MJ stood up and started pacing around the room. "Right now, I just want to find the two bastards that did this to me and bonk their heads together!"

Peter shot MJ a worried look, but he didn't say anything.

"What is it?" she asked.

"MJ… the Goblin and the Jackal know who you really are."

MJ's face fell. "Aw, crap." Then her eyes went wide. "My mom and dad! Peter, we have to get home! If the bad guys find out that I've been deprogrammed—" She ran for the window and extended an arm to shoot a web, but Peter grabbed her by the shoulders to stop her.

"Wait!" he said. "Let's just think about this for a second! Listen: they won't know you've been cured until they try to trigger you again, so let's use that."

"What do you mean?"

"I'll explain on the way home," said Peter. "I've got a plan." Turning to Johnny, he said, "Thanks a million, buddy. We owe you big for this."

Johnny answered with a cheeky grin. "You owe me precisely one cute blonde's phone number. Gwen, I believe her name was?"

"Oh… yeah, uh, maybe some other time," said Peter. "She's going through some personal stuff right now that I really don't have time to explain… but I can tell you that she likes you."

"I guess I'll have to take that in the meantime," said Johnny. "And, as always, if you want my help with the bad guys, you know where to find me."

"Thanks," said MJ, "but you're not the one who's just been mind-raped. I don't know if I want to be a super-hero yet… but I do know that I need to finish this for myself." She crawled up onto the window-sill, put out her arm… and pulled it back again. "Uh, Peter? How do these web-thingies work again?"

In spite of herself, MJ really was enjoying her first lesson in web-slinging. Sailing through the air, swinging from building to building, was nothing short of amazing. She could stick to walls now. She
was almost as fast as Peter, and she was even stronger than he was. It was still painful to think of all
the terrible things that she'd been compelled to do—the crimes she'd been made to commit—the lives
she'd taken—and all of that was to say nothing of the fact that her loved ones were now in grave
danger without even knowing it. But despite everything, in a sick and twisted kind of way, the Jackal
and the Green Goblin had given her a gift—a mighty gift that she could now turn right back upon
them. She had great power now… and she fully intended to use that power to crack a few deserving
skulls.

More than anything, MJ really wanted a chance to just sit down and talk to Peter about what she
should do next, long-term. Should she join him as a super-hero? Become his partner? Right now, that
was an appealing, if scary, thought. Then again, a large part of her wanted to take the Scarlet Spider
costume and throw it away, or burn it, so that she would never have to see it again. She didn't
necessarily *have* to do what Peter did. He was wracked with guilt over the death of Uncle Ben. At
the moment, MJ felt no small measure of guilt herself, over the things she'd been made to do as
Scarlet Spider; but, at least intellectually, she was aware that none of it had really been her fault. She
wasn't responsible. If she ever finally came to terms with that, would she still be able to carry on the
crusade with the same unending fervor—one might even say 'obsession'—as Peter?

She didn't really know the answer. It was a question that would have to wait until after this business
with her two vile tormentors could finally be put to rest.

*Speak of the devil,* thought MJ when her cell phone rang. They were already back in Queens, more
than half-way home, but this might be it. So she shouted for Peter and alighted on a rooftop. He
quickly followed suit.

"The caller ID says it's my mom," said MJ.

"Give it here," said Peter, answering the phone. He didn't say anything; he just listened.

"*Miss Watson?*

"I'm sorry," said Peter. "Miss Watson is currently unavailable. This is the Jackal, I presume?"

The voice on the other line betrayed a note of surprise. "*Who is this?*

"Why, your friendly neighborhood Spider-Man, of course. We really should get together and discuss
our mutual friend, Scarlet Spider. If you ever want to see her again—alive— meet me… at Drago's
Bar, in Hell's Kitchen, midnight tonight." Then he hung up the phone. "That should keep them
wondering," he said to MJ.

For MJ's part, she just stared blankly at Peter. "*That* was your plan? Make them think I'm your
*hostage*?"

"It's a good plan!" said Peter defensively. "This way, they still think you're brainwashed. They have
no reason to go after your family, at least not yet. It buys us some time to figure out our next move."

"Which is what?"

"Well, first thing's first. We have to head home and cook up a fresh batch of web-fluid. Mine's way
better than yours, but I doubt that my spare cartridges will fit your shooters."

"Gotcha. Then what?"

"Then… we figure out what we're going to tell Aunt May about the kitchen; and Gwen about *all of
this.*"
"Jeez, I forgot all about Gwen!" said MJ. "She knows… pretty much everything now, doesn't she?"

"Pretty much," said Peter. "At least, about the whole secret identity thing. I just hope she doesn't freak out when we try to explain everything else… I mean, you've got to admit, this has gotten pretty weird and out-of-hand, even by Spidey standards."


"Norman, we have a problem."

The Green Goblin was presently in flight, his glider speeding toward a high-rise office-building in the heart of downtown Manhattan. He was communicating with the Jackal via the headset built into his mask. "Explain yourself, Miles."

"Our asset has been compromised. Somehow, Spider-Man got to the Watson girl."

"Well, take care of it!" said Gobby. "I'm busy." He flew up to the very top floor of the building and rapped on the window. Inside was the office of L. Thompson Lincoln, once a respected citizen and influential businessman; now little more than a recluse and a disgrace, at least in the eyes of the public. His connections to organized crime had been exposed to the world some time ago. Now he would never again regain his former stature amongst New York's high society.

Tombstone opened the window. "What do you want, Goblin?"

"It's time for us to make our move against Fisk. And you're just the granite headstone we need to mark his early grave."

"What?! You know I don't get my own hands dirty—"

Gobby imitated the voice of a little girl falling from a great height. "Oh, no! Daddy, daddy, heeeeeeeepppp….. SPLAT! Do I make myself clear?"

Tombstone squared his jaw and glowered at the Goblin. "What's the plan?"

"In a perfect world, we'd simply do to Fisk what I'm doing to you right now—attack the heart. But, unfortunately, his darling wife Vanessa and beloved son Richard are hiding somewhere in Europe, inaccessible to us at the moment. So we must attack the fat man directly. The last time we met, you alluded to your relative invulnerability. I hope for your sake, Tombstone, that wasn't just bravado."

"You can't be serious."

"Oh, yes I can!" laughed the Goblin. "I just choose not to be! Life is a barrel of fun when you're as untouchable as me!" Cackling madly, he flew away from the building backwards on his glider. Then he turned and rocketed off at top speed.


It was late evening when Peter and MJ finally got home. Mary Jane crawled in through her bedroom window in order to put some normal clothes on (but she kept her costume on under them); then she followed Peter over to his house, and they entered through the basement. Once Peter was likewise appropriately attired, they rehearsed their story, took deep breaths, and went upstairs into the kitchen to face the music.

Imagine their surprise upon seeing the back door fixed and a new kitchen table in place. With the tablecloth put back, you couldn't even tell that it'd been replaced. Sitting at the table, grinning ear-to-
ear, was Gwen Stacy. "Hey guys," she said, leaning back in her chair. "Like what I've done with the place?"

Peter's jaw dropped. "Gwen? How did you… it's only been a couple of hours!"

"Well, long story short, Aunt May called pretty much right after you left; said she'd be out late having drinks with some friends—"

"Wow, Aunt May has a better social life than we do," commented MJ.

"—So I figured that I had some time," continued Gwen. "Then I remembered, oh, yeah, we've got a rich friend who could fix all this in, like, two minutes if I asked."

"You asked Harry? Please tell me you didn't tell him—"

"That you're a super-hero? Hell, no! But I did give him the same excuse you told me to give Aunt May. He thinks that you and MJ really got into it; so you're gonna have to play along with that. I guess I figured it'd just be easier having Osborn worry about it than Aunt May."

"You thought right," said Peter. "Thanks, Gwen. This was pretty cool of you."

"Um, even if it did involve lying to our friend…" said MJ uncomfortably.

"Yeah, well, it didn't come free," Gwen said. "Now I have to sit down with Harry and talk about my feelings sometime." She visibly shuddered at the thought. "But, hey, look at you guys! My little super-hero siblings! You gotta tell me everything now!"

"Well, I guess we've got some free time," said MJ.

"All right. Come down to my lab," said Peter. "I have to make some web-fluid anyway; you can give me a hand."

"You make your own webs?" asked Gwen. "Like, with chemicals and stuff?" When Peter nodded, Gwen said, "You have to show me the formulas you use! I would love to mess around with something cool like that—" Gwen paused here and turned to MJ. "Hey, you're not gonna flip out and go all 'terminator' on us again, are you?"

"No, I'm all better now," said MJ. "Mostly. But if you call me 'Mary Jane Watson-Parker' again, don't forget that I have super-strength now."

"What did she call you?!" interjected Peter.

The trio went down into the basement and spent the rest of the evening chatting about spidery heroics and the ins and outs of Peter Parker's double life.
At half past eleven, the Jackal sat with Doctor Octopus at a corner table in Drago's Bar. The rest of the bar's seedy clientele had already long since vacated the premises. The presence of Doc Ock and the creepy, giggling masked man in green made them too nervous to want to stick around. Ock sipped from a wineglass and said, "If this is Spider-Man's idea of a trap, then it is singularly inept. He has no leverage he can employ against us. Scarlet Spider is a unique and valuable asset, yes, but ultimately nothing more than a means to our end, namely to distract and ultimately destroy the wall-crawler himself."

For the first time in his short career as a costumed criminal, the Jackal was nervous. "I wouldn't be so overconfident. He's planning something; I just can't figure out what." He tapped his claws on the table and looked around at the empty bar. "I wish Electro had decided to show up."

"Oh, tsk-tsk, no," said Ock. "There's a reason that Norman and I didn't bring Max in on this in the first place. He's too unstable, too unpredictable. I prefer all the variables in my equations to be... calculable." One metal tentacle held up a spicy chicken-wing, which Ock took a bite of before demurely wiping his mouth with a cloth napkin. "Oh, Mr. Drago? While the fare in your establishment—'bar food' is a most apt vernacular description—leaves something to be desired, I believe we're nevertheless ready for our check."

Blackie Drago stood up from his hiding-spot behind the bar, so terrified that his knees were knocking together. "Uh... on the house, what say?"

"How very kind," said Otto with just a hint of menace in his voice. • • •

All that evening long, Mary Jane had studiously avoided two topics of conversation: how she felt about her recent transformation into the Scarlet Spider, and what sorts of things she would do now that this new power was hers alone to control. While Peter taught Gwen the finer points of synthesizing web-fluid, and she in turn speculated on several possible variations and improvements on the base formula, Mary Jane spent her time practicing her aim with her web-shooters (at least until she ran out of all her old, second-rate webbing).

Now, as midnight approached, Peter and MJ were swinging back towards Hell's Kitchen, to confront (and hopefully defeat, capture, and unmask) a dire foe. As they approached their destination, Peter asked MJ to recite aloud the rules that he'd laid down for them. "Okay," said MJ. "Number one, no names. You're Spidey, I'm Scarlet. Number two, focus on dodging; if they can't hit you, they can't hurt you—hit back when they open themselves up, which they will, eventually. Number three, don't forget that I have webs; and don't forget that they can run out either."

"And most importantly?" prompted Peter.

"Number four," said MJ, "civilians are top priority. Never let anyone get hurt."

"Perfect," said Peter. "No more rehearsals now; this is opening night. Think you're ready for the big show?"

"I... yeah," said MJ. "Let's do this."

"All right," said Peter. "Just like we planned. I go in first; you go around back. When you hear the fighting start—"
"I jump in and take the bad guys by surprise," said MJ. "Got it."

While MJ leaped up into the alleyway so that she could swing around behind the building, Peter went for the front door. Bursting through it, he shouted, "Jackal! I have your—whoa!" His spider-sense went off instantly, and he found himself dodging swipes from crackling, electrified claws and the four familiar metal arms of Doctor Octopus.

"Greetings, arachnid," said Ock, rising up off the ground on two tentacles. "Shall we discuss the terms of your surrender?"

"Oh, you know me," said Spidey, casually dodging attacks from both of his assailants. "I prefer to go down swinging."

Ock smiled. "I'd hoped you'd say that." Coming back down to the ground, he planted both feet firmly on the floor and swung all four of his metal arms in tandem at Spider-Man, wielding them like a gigantic club. Spidey rolled with the blow and therefore wasn't hurt very badly by it, but it still put him off balance.

A second later, the Jackal was upon him, throwing swipes and kicks that put holes in the floor and sent up small showers of splinters wherever Spider-Man only just managed to roll out of the way. Almost in a straight line, following him across the floor, he dodged a swift kick from the Jackal and then each of Ock's arms coming down from above, trying to spear him through but only crashing into the floor instead. Then he was on his feet again and made ready to fire his web-shooters, only for the Jackal to activate another gadget, this one built into his mask. A bright flash of light flared from the Jackal's eyes, and Spidey found himself momentarily blinded.

Unable to aim now, his webs missed both targets. He felt spider-sense again and leapt upward… which was when Doc Ock managed to catch him by the ankle and slam him bodily into the ground again. Peter let out a startled "oof!" as Ock picked him up and slapped him into the ceiling and then back into the floor again, a couple of extra times for good measure, before winding him up in all four of his arms and starting to squeeze.

Doctor Octopus chuckled in sadistic glee. "After all the times you've humiliated me, Spider-Man, I'm going to enjoy crushing the life out of you—" And then a hard object with a great deal of kinetic energy imparted to it bonked Octavius on the head, and everything went black.

From the back door, Mary Jane had heard the fighting start immediately, but she didn't simply burst in and start swinging her fists. Honestly, she'd never done anything even remotely like that before, and so she wouldn't even know how to start. There was perhaps a bit of fear involved too, which kept MJ from displaying the same kind of easy bravado that Peter did in dangerous situations. But her concern for Peter outweighed her anxiety and her inexperience, and so she crept into the bar, but stealthily.

The Jackal and Doctor Octopus were there, fighting Peter. They were brutal in their attacks, but Pete was like a red and blue blur. They couldn't touch him—MJ could barely see him—until Jackal pulled his little flare-trick, and Ock grabbed Peter and started throwing him around. MJ looked around for some kind of weapon; she was crouching behind one of the numerous pool tables in Drago's dank little dive of a bar. When Octavius had all of his attention on Peter and was starting to crush the life out of him, MJ realized two things. First, she had to do something right that very instant. Second, just as Peter had said, they always eventually opened themselves up to an attack of opportunity. And so, picking up a billiard ball off the table, MJ hurled it with all of her considerable might, right at Doc Ock's head.
Now, Doc Ock's metal arms gave him unimaginable strength and agility. They also had all kinds of gadgets mounted inside the actuator-driven claws on the ends, including cameras, which gave Ock a certain measure of hyper-awareness to his surroundings. If those arms had been moving freely, rather than wrapped around a single victim, Doc Ock might have seen that small projectile coming. As it was, though, he was taken completely by surprise—and while his arms made for a formidable weapon indeed, the man fused into their harness was ultimately a mere mortal. This meant that when the pool-ball struck his cranium, he was instantly rendered unconscious. His arms fell slack, and Peter was able to crawl free with only a few bruised ribs to show for his trouble.

The Jackal was astonished to see Scarlet Spider leap out into the open. "What?" he cried. "No! Impossible!"

"Believe it, Jackal," said Mary Jane. "After what you've done to me—the things you made me do—you've really got this coming!" She cracked her knuckles and slowly advanced.

"I am your master!" he insisted. "Cellar door, Watson. Kill Spider-Man!"

Mary Jane paused, mid-stride. She swooned a little bit and groaned. For more than a fleeting moment, she was actually going to do it—to turn on Peter and attack him. Then she shook her head and shouted, "No! Never again!"

Peter was up now, and he stood next to Mary Jane. Together, Spider-Man and Scarlet Spider made an intimidating pair. "You heard the lady, Jackal. She doesn't take orders from you, not anymore."

The Jackal was crouched low to the ground, all of his muscles tense, like a cornered wild animal. And that was just how he behaved. He sprang for the front door and went running off down the street on all fours, looking for all the world like a rabid werewolf in green.

"I did not see that coming," said Peter.

"We have to go after him!" said MJ.

"One of us has to make sure that Doc Ock here gets picked up by the police. Stay here—"

"Are you nuts?!" said MJ. "The cops think I'm a bad guy! You stay; I'm going!" She raced for the door.

Peter couldn't stop her; when he tried, his ribs protested. Now that the adrenaline from the fight was wearing off, the mere act of breathing was painful. "Okay," he wheezed, grabbing his own torso. "Ribs… not just bruised. Cracked. Ow…"

As the Jackal fled, he activated his communicator. "Norman!" he said in a panicked voice. "The asset has been scrubbed! Repeat, the asset has been scrubbed!"

Several long seconds passed, and no answer came. Warren was sure that one or both of the spiders would be hot on his heels. Sure enough, he soon heard the sound of a spinning web, and when he looked over his shoulder, he could see that Scarlet Spider was several stories overhead, swinging his way and gaining ground rapidly. "Norman," he hissed into his comm, "please!"

"This is very disappointing, Miles. I had other plans tonight."

"Listen to me! I need your help!" he insisted. "I don't know that I can beat them on my own!" For all his gadgetry, for all his genetic enhancements, Miles Warren was still ultimately more of a scientist
than a fighter. Even though he'd managed to use his extraordinary scientific acumen to give himself superhuman abilities similar to those that he'd given to Kraven the Hunter, he still lacked the skill needed to use those abilities to their fullest potential.

From wherever he was, Norman Osborn released a long-suffering sigh. "Very well. I'll acquire the targets. Best of luck, Miles."

"Norman? Norman!" Warren realized in that moment that Osborn had abandoned him. That was also the moment that Scarlet Spider came swinging down from on high, delivering a powerful kick with both legs that sent the Jackal flying into a streetlamp (and bending the lamppost ninety degrees).

"Jackal!" shouted Mary Jane, running up to the stunned criminal. He was getting up, slowly, but she just balled a fist and decked him across the jaw. "Violated my mind!" she spat. He was on the ground; she sat on him. "Turned me into a killer!" Another punch. "Made me fight Spider-Man, who I love!" She was really letting him have it now. The Jackal's mask was torn, and blood was seeping through it in considerable quantities. On the sixth or maybe the seventh punch—MJ didn't know, she'd lost count—something cracked inside that mask, and the Jackal stopped groaning. His body fell limp.

While there had been a few people out on the streets in this neighborhood at a quarter past midnight, those few had all run away screaming at the sight of Jackal and Scarlet Spider. So it was a nearly deserted scene—only Scarlet Spider, sitting on top of the unmoving body of the Jackal, staring in horror at her own bruised and bloodied fist—that Spider-Man and the NYPD found before them when they arrived.

Peter walked up behind MJ while the police cars were still screeching to a halt, their lights flashing and sirens wailing. "Scarlet… is he…?"

"I don't know," said MJ.

A car-door slammed. Captain DeWolff and several cops in full riot gear approached the scene, their weapons trained on Scarlet Spider. "Everybody on the ground, right now," hollered DeWolff.

"Hey!" shouted Peter. "I already told you, Scarlet Spider's not the bad guy here! She—"

"I don't care!" said DeWolff. "We have her on closed-circuit video, killing people in cold blood at Riker's Island! Now, if you're not going to help me bring her in, that means you're aiding and abetting a wanted criminal, and interfering in a police investigation—"

"Just WAIT A SECOND!" shouted Peter. He pointed at the Jackal. "Can we, maybe, unmask this guy first, and make sure he's not, you know, dead?"

"All right," said DeWolff. "The Jackal first. Then Scarlet Spider." She pointed at Spider-Man and said, "Then you, if you pull anything."

"Thank you!" snapped Peter. He knelt down, pulled off the Jackal's mask, and gasped. Despite the many cuts and contusions, he instantly recognized the face. "Holy shnikies. It's Dr. Warren."

"You know this guy?" asked Captain DeWolff.

"Dr. Miles Warren," said Peter. "He's a geneticist. I guess that explains how he gave himself superpowers. And Scarlet Spider, for that matter." As he spoke, Peter felt for a pulse. He discovered, to his great relief, that MJ hadn't killed Dr. Warren. But she had beaten the man very nearly to a bloody pulp, and whether or not he regained consciousness anytime soon, he would probably be in the hospital for quite a long while indeed.
"Wait, wait; what?" said DeWolff.

"Okay, listen," said MJ. "The only reason I did anything bad is because this tool here had me under some kind of mind-control."

DeWolff stared at MJ and said, "You really expect me to believe that?"

Peter answered by saying, "Look, if you're going to be dealing with crimes involving super-villains, you're going to have to start getting used to this kind of thing."

"Uh… no I don't," said DeWolff. "Nope; not buying it for a second. Scarlet Spider, take off that mask and place your hands over your head; I'm placing you under arrest." The riot-cops closed in, and the police captain went for her handcuffs. "You have the right to remain silent—"

They were interrupted by the sound of an electronic chime, coming from the Jackal. A light on his gloved wrist was blinking softly.

"What is that?" asked DeWolff.

"Looks like some kind of communicator," said Spider-Man. He pulled it off the Jackal's wrist and activated it. "Who is it?" he sang in a falsetto voice.

The answer came in the form of mocking goblin laughter. "Meh-heh-heh-heh. Can the Spiders come out to play?" Then the line went dead.

"That was the Green Goblin!" said MJ.

"Please," said Peter, pleading with Captain DeWolff. "Innocent lives are in danger. I need her help to beat Gobby. You've already collared Doc Ock and the Jackal tonight. If you let us, we can bring down the Green Goblin too!"

DeWolff groaned. "All right; fine. I'll let you go, just this once. But," she said, pointing a finger at Scarlet Spider, "you are still wanted for multiple felonies, including murder. If I ever see you wearing that costume again, I will arrest you. And, Spider-Man, guess what? You've just made yourself her accomplice. Which means the same goes for you too.

"I am not Captain George Stacy. I will not tolerate vigilantes taking the law into their own hands. And I will never tolerate a known killer escaping justice. You both understand me?"

"Clear as crystal, chief," said Spidey. He and Scarlet spun some webs and swung off.

One of the riot-cops turned to Captain DeWolff and said, "Why'd you let them go like that, Captain?"

DeWolff rolled her eyes. "You've got eyes and ears, don't you? They sounded like they were, what, fourteen, maybe fifteen years old? Even if we arrested them, they'd just wind up in juvie. But maybe this way, I can scare some sense into those kids before they get themselves killed!"

None of the other cops milling around the scene said anything to that. A few of them looked around nervously, though, as if they wanted to argue but didn't want to step out of line with the captain.

"Yeah, okay, maybe not," sighed DeWolff. "But it was worth a shot."

• • •

Mary Jane and Peter raced towards home with all possible speed. But, as fast as webs were, a glider
was faster. Just as their houses came into view, an exploding pumpkin-bomb took out most of the roof of MJ's house and singed a bit of Peter's next door. "Oh no!" cried MJ. She and Peter were now running and leaping across the rooftops, since there were no longer any buildings nearby tall enough to swing from.

While many residents of the neighborhood were screaming or running for cover or calling for the authorities, a few of the bravest had formed a small crowd on the street. The Green Goblin was flying in lazy circles around MJ's house. When Spider-Man and Scarlet Spider appeared, he laughed madly and flew inside. The spider-pair landed on MJ's front yard and found a sickening sight waiting there to greet them: Philip Watson, dead on the lawn, having suffered multiple stab-wounds from the blades on the front of Green Goblin's glider.

MJ very nearly lost it. She turned to Peter and buried her head in his neck, sobbing softly. "Dad…" she wept. "We're too late…"

Over at the Parker house, Aunt May and Gwen Stacy were just now rushing out the front door to see what in the world was going on. They saw the massive damage to the Watsons' home; they saw the gathered crowd; and they saw Spider-Man standing on the Watsons' front lawn, holding Scarlet Spider close.

"Oh, shit!" said Gwen.

Aunt May didn't even register Gwen's language. She was thinking the very same thing. That was only magnified when the Green Goblin came flying out from the Watsons' house, carrying the struggling form of a sobbing, hysterical Madeline Watson. That was just about it for May Parker; she felt a pain in her arm, her heart seized up, and she checked out. Seconds later, she was lying on the ground, and Gwen was running for a phone.

The Green Goblin swooped close down to the spider-duo and taunted, "Come and get me, if you dare!" And then he was off, taking MJ's mom with him.

Now Mary Jane was seeing red. It was like she wasn't in control of herself. She fired a web at the Goblin's glider, and she hit the back of it dead on. As the Green Goblin sailed off into the sky, she was yanked along with him, clinging to the web-line for dear life.

Peter was just about to go running after them, when he happened to glance over into his own yard, where he saw Aunt May lying on the ground, Gwen kneeling down next to her. "—need an ambulance, now!" Gwen was saying. "I think she's had a heart attack!"

Peter didn't know what to do. But Gwen looked him in the eye and shouted, "I've got this; get your spider-butt after them! GO!"

And so, despite the fact that the greater part of him wanted nothing more than to stay and make sure that Aunt May was okay, he took to the rooftops and went racing after MJ and the Goblin.
"Ohmygoddohmygoddohmygoddohmygod—" Mary Jane couldn't string two coherent thoughts together as she sailed behind the Green Goblin's glider like a kite. Did the Goblin know that she was clinging to his glider like this? Why wasn't he trying to shake her off? Where was he taking her mom, anyway? MJ was only vaguely aware of these questions floating on the edge of her mind.

How long had they been flying like this? It must have felt longer than it really was, because they hadn't flown all that far. Something big was coming into view… it was the Queensboro Bridge. Now the Goblin was turning in the air. He was making for the top of one of the bridge's towers… which meant that MJ was about to be splattered on the side of it! She let go of the web, and now she was plummeting down toward the East River, in freefall. She threw another web-line up; it stuck, but it pulled back so hard that it felt as if her arms might be yanked from their sockets. MJ swung in a wide, low arc right under the whole bridge and back up the other side, where she was finally able to cling to the opposite wall.

Finally, at long last, she wasn't moving anymore. Well, except for her stomach. Oh God. I think I'm gonna spew in my mask. Scarlet Spider started crawling up the wall, toward the very top of the bridge.

The Green Goblin leapt off his glider and unceremoniously tossed MJ's mother down onto the tower-top. She had fainted some time ago; the shock of everything had simply been too much for her to handle. A blade extended from the purple armor on the Goblin's forearm; he kept it pointed at Maddie.

"Let her go, Goblin!" shouted MJ, leaping up to face her foe. "I won't let you kill her too!"

"As if you could stop me," sneered Gobby. "It was time you learned a valuable lesson: you're either going to learn obedience… or suffer loss after loss after loss until you have nobody left to care about."

"What do you want?!"

"It's very simple," said Goblin. "I want you to do whatever I tell you. If you refuse, you'll be punished. I'll start by killing mommy dearest. If that doesn't make my point, then I'll move onto your little friends from school. I know who you are; so I own you."

MJ took one step toward the Goblin, but he stopped her. "Ah-ah," he said, bringing the blade down to touch her mother's neck. "Not yet. We're still one guest short of a party."

A long, tense moment passed.

"Ah," said Goblin, pointing to the southeastern side of the bridge. "Here we are; right on time."

Spider-Man was coming from that direction, web-slinging along from the bridge's support cables. When he arrived at the tower-top, he saw the Green Goblin and the Scarlet Spider standing there, staring each other down. Mrs. Watson was lying in a motionless heap at the Goblin's feet.

"Welcome, Spider-Man," said the Goblin. "Hehehehe… welcome to your last day on earth!"

"Goblin, you are a complete and utter nutball!" shouted Spidey. "We aren't going to let you get away with this!"

"You don't have a choice! I'm the one with the hostage! Now, Miss Scarlet, if you would be so kind
as to beat Spider-Man to death, I might just let your mother live."

MJ froze. "I… what? You can't make me—!"

"Do it!" shouted the Goblin. He picked up Maddie with one arm and dangled her over the side of the bridge. "Attack him now, or I let go!"

MJ faced Peter and put up her fists. "I'm so sorry," she whispered.

"MJ," said Peter, taking a defensive stance. "You don't have to do this."

"I think I do," she replied, her voice quavering. She lunged at Peter, throwing a wide punch that he easily dodged.

"No, no, no!" criticized the Goblin. "Put some 'oomph' into it. Really get in there, smack him!"

MJ wasn't much of a fighter, at least not right now. But Peter needed to have her on his side, or there was no stopping the Goblin. So he caught her arm and pulled her close. "There's two of us!" he whispered. "So you go high, I'll go low. Got it?"

"Yeah," said MJ.

And then they were both in motion. MJ sprang into the air and dove at the Green Goblin, while Peter sprinted for the edge of the tower. The Goblin jumped back and onto his glider, releasing his grip on Mrs. Watson at the same time. While MJ turned a handspring, righted herself, and fired a web at the Goblin, Peter dove over the edge of the precipice and shot two web-lines, one down at MJ's mother and the other back up at the top of the bridge. *Thwip-hisssss-spack-SNAP.* The web-line pulled taught, and Peter was left hanging there, holding himself up with one web and clinging to the other strand that supported Maddie's limp form. MJ's mom was now dangling over the waters of the East River like a worm on a fishhook.

At this point, the Green Goblin was too occupied to care about Spider-Man or Maddie Watson. MJ had once again caught his glider with a web-line, and she was pulling herself arm-over-arm ever closer to him, while the Goblin flew in spirals and loops, trying to shake her off. But Mary Jane was enraged, and she was relentless. She was not going to let the Goblin get away with the ever-growing list of atrocities that he'd inflicted on her life. He flung grenades and razor-bats back over his shoulder, but still she hung on, and still she closed the distance.

Then MJ was on top of him. She clung to his back and started punching at his head, while the Goblin held up his arms to defend. "Ggr… get off!" he shouted.

But MJ wasn't listening. She was just trying to batter him with everything she had. She punched, she sprayed webs in his face, and she shouted with each hit, "I… want… you… to just… go AWAY!"

Finally, with a spectacular two-fisted blow, she connected with just the right spot on the Goblin's glove, shorting out the wrist-mounted control device he used when piloting the glider remotely.

"What have you done?" shouted Gobby. The glider was out of control now and spiraling back in the direction of the bridge. As they passed beneath it, Scarlet Spider fired a web-line and swung clear. The Green Goblin, his glider sputtering and occasionally losing all power long enough to drop a few feet before it switched on again, aimed for open skies and fled.

"*We'll meet again, Spider-Brats!*" he shouted over his shoulder. And then he was gone.

Mary Jane crawled up to the top of the tower again. In all that time, Peter had only just now managed to haul himself up to the top, and now he was very gently pulling the other web-line up, hand-over-
hand, drawing Mrs. Watson up after him. "I… caught her…" said Peter. He was breathing heavily, partly from the adrenaline and partly from the injuries he'd earlier sustained in his fight with Doc Ock.

"Mom!" shouted MJ, rushing over to Peter and kneeling down at her mother's side. "Mom, wake up!"

Only, she didn't.

Peter and Mary Jane later found out that Maddie Watson had died of a broken neck, most likely sustained in the very instant that Peter had caught her with his web-line.

• • •

The following day, May Parker woke up in a hospital bed. She was surrounded by Gwen Stacy, her nephew Peter, and a very puffy-eyed, dog-tired Mary Jane Watson. The girl looked like she'd spent hours crying when she ought to have been sleeping.

"Aunt May!" said Peter, jumping up and rushing to her bedside. "Gwen, go get the doctor!"

"On it," said Gwen, who ran out into the hallway.

"Peter… Mary Jane…" said May weakly. "What happened?"

"That's a really long story," said Peter. "You should rest, Aunt May. You've had another heart attack. We'll talk about what happened when you're feeling better."

"No, I… the Green Goblin! I saw that madman take Maddie away, just like he did to Mary Jane that one time!" May tried to sit up in the bed. Peter helped her by putting a few extra pillows behind her head. "Are Maddie and Philip okay?"

Mary Jane looked down at the floor and shook her head. "He killed them," she said. "The Green Goblin killed my parents."

May was already pale from her recent ordeal. MJ's words turned her face ashen. At that moment, though, the doctor came in and began to examine May. They had a brief chat about the dangers that May faced from sudden shocks and surprises, given that that this was her second heart attack. But he also informed May that the danger had passed for now; she would have to stay in the hospital another night for observation, but then she would be released tomorrow.

Once the doctor had left them alone again, May said to MJ, "I saw your house get, um, blown up last night. Where did you sleep?"

"On your couch," said MJ.

"Well, it isn't much, but you're welcome to stay there until you decide what you're going to do. Have you talked to Gayle or Anna yet?" May was referring to MJ's older sister (presently away at college in another state) and aunt (who lived in Brooklyn).

MJ nodded. "Aunt Anna's offered to take me in until I finish high school." With a rueful smile, she added, "I guess that means I'll be moving away. New home, new school…"

Peter put his arm around Mary Jane. "We'll still see each other."

"It won't be like it used to," said MJ sadly. She walked over to the bedside, leaned over May, and
kissed her on the forehead. "I'm glad you're doing better, Aunt May." Then she walked over to the door. "But if you don't mind, I'd like to go be alone for a while."

"Of course," said May. "I'm so sorry about what's happened."

"We'll catch up with you later?" asked Peter.

MJ nodded; then she left.

Gwen folded her arms and sat back down on one of the hospital room's uncomfortable little chairs. "Well, this sucks."

• • •

L. Thompson Lincoln rode the elevator to the top office of Fisk Tower. The arrogance of some people astounded even him; this bastard kept his main office in a building that he'd named after himself. Now that was some real chutzpah. When the elevator finally, finally came to a stop, he stepped out into one of the largest, most lavishly appointed offices he'd ever seen. Every decoration, every piece of furniture was an ostentatious display of wealth. Two bodyguards stood on either side of the elevator door; they immediately frisked him. Tombstone glanced at the pair of goons; they openly carried submachine-guns. But bullets didn't frighten him.

An enormous leather chair turned around behind the wide mahogany desk, and the man himself appeared: Wilson Fisk. The Kingpin of Crime. He was tall, broad, and bald. He wore the finest Italian suits that money could buy. His cane, cuff-links, and shirt buttons were studded with diamonds. Clearly, "subtle" was not in this man's vocabulary. But it wasn't just his legendary girth that gave Wilson Fisk his quality of presence: every look on his face, every movement that he made, every word that he uttered was calculated to exude command. He was the sort of person who would have been a dictator in another day and age, with a cult of personality hanging off of his every word and itching to carry out his least instruction.

"Lonnie," he said, addressing Tombstone by his first name. Fisk's voice was gruff and unsettling. "To what do I owe the pleasure?" He walked around his desk to face his visitor, hands clasped behind his back.

"I have a message from the Big Man."

Wilson Fisk smirked. "Indeed. How the mighty have fallen. There was a time, Tombstone, when you were only one step away from that title. You held it in name, but not in fact. And now Frederick Foswell is in federal custody, and he will likely turn and implicate you."

Fisk walked back over to his desk and pressed the button on the intercom. "Hammerhead. Come here."

A side door concealed in the office wall swung open silently. Hammerhead walked into the room, looking just as smug as the Kingpin.

"What are you doing here?" asked Tombstone.

"I," said Hammerhead, pointing a thumb at his own chest, "am here out of loyalty to my boss."

"Hammerhead has told me everything that transpired the night of the super-mercenary auction," said Fisk. "I know that you're being blackmailed by the Green Goblin. I know that he's sent you here to kill me. You will not succeed."
Now Tombstone was starting to sweat. "I had no choice. The Goblin threatened my family—"

"That is not my concern!" snapped Kingpin. "You have allowed your sentiment to become your weakness. The Goblin was able to use that to put you in his power. But… I am not a heartless man. I understand what it's like to be placed in an impossible situation. Take Hammerhead here… while I demand absolute loyalty from my employees, I do not fault him for his momentary lapse. After all, his betrayal is of no consequence to me."

"No consequence…?" began Tombstone, surprised.

"None whatsoever!" said Fisk, slapping a meaty fist on his desk. "Look around you! The Green Goblin is nothing more than an unhinged buffoon with a set of powerful toys! His empire is crumbling faster than he can build it up! Doctor Octopus: jailed. The Jackal: unmasked and hospitalized. The Scarlet Spider," he spat the name with such thorough disdain, "turned against him. You're all he has left… unless you agree to come work for me."

"But… my daughter…"

"As we speak, I have men poised to take her into protective custody," said Fisk. "Now do you see, Lonnie? You have no choice but to accept my terms, as offered."

Tombstone closed his eyes and nodded his assent. He'd been outplayed from all sides, and now his defeat was entire. "Very well. I accept. What do you need me to do?"

Wilson Fisk walked over to Tombstone, reached out one massive hand, and wrapped it around his throat. He picked up Tombstone with one arm, while the granite-skinned albino grasped and struggled in utter futility against the Kingpin's raw physical strength. "My first order is simplicity itself. I need you to die."

Tombstone gasped for breath in the Kingpin's grip. "What… but… I agreed…" he choked.

"You're far too ambitious a man to serve as a lieutenant of mine," said the Kingpin. "I'm not so stupid as to put the likes of you within reach of my empire!" He walked over to the window, opened it, and thrust Tombstone outside, dangling him out over the street, eighty-seven stories below. "But," continued Fisk, "I am not a heartless man. I've done you this great favor. With you out of the picture, the Green Goblin will have no reason to come after your loved ones. Don't worry about Janice, Lonnie: I'll see that she's well-treated." Then he let go.

Tombstone felt himself falling. As he fell, he saw his life flash before his eyes. It had at first been a life of ridicule and torment, early on for his albino appearance, later for the after-effects of the chemical accident which had given him his superhuman strength and constitution. But he had worked himself up in the ranks of the Maggia, the crime syndicate under Silvermane. Eventually, Silvermane had been brought down by the Big Man, and in those days, Tombstone was Foswell's right-hand man. It looked like he would have been Foswell's successor, too, but then… well, then Tombstone hit the ground, punched right through a parked car, and went several feet down into the pavement. And that was the end of Lonnie Thompson Lincoln.

Up on the eighty-seventh floor of Fisk Tower, Hammerhead smirked; but the Kingpin just stared down at the street below. The Daily Bugle would likely run an article tomorrow on Lincoln's "unfortunate accident". That would be easy enough to arrange. But the Green Goblin had gotten uncomfortably close to building a coalition against him. The primary danger he posed came from his ability to assemble a team of super-powered individuals. That was a problem that required an immediate solution. "Hammerhead," he said, turning to his lieutenant. "I want you to find the roboticist, Spencer Smythe. Have him brought to me, at once."
"Uh, sure thing, boss," said Hammerhead. "You want him roughed up a little first?"

Kingpin shot Hammerhead a queer look that somehow managed to mix contempt with appreciation. "Eh… no. Undamaged, thank you."

• • •

The day after that, May Parker came home from the hospital. Peter and Gwen helped her to the couch, but she waved them off. "I'm not an invalid," she insisted. "Honestly, I'm feeling much better now."

Once she was settled in, May asked, "Is Mary Jane around?"

Peter and Gwen both shook their heads. "I haven't seen her since yesterday," said Peter.

"Me either," said Gwen.

"Well, I just wanted to make it clear, Peter, that while MJ's staying with us, I don't want the two of you sneaking around in the basement, getting involved in any hanky-panky…"

"We don't—!" Peter began. Then he sobered and said, "I really don't think either of us would be… uh… in the mood for what you call 'hanky-panky'."

"Take it from me," said May. "This is an emotional time for the girl. Grief, guilt… they can cloud your judgment, stop you from thinking."

"What are you, uh, saying, Aunt May?"

"Oh… never mind. But if you've got a minute, I'd like to talk about something else, in private. Gwen, would you mind excusing us for a bit?"

"Yeah, sure," said Gwen quietly. She went up to her room without another word.

"What do you want to talk about?" asked Peter.

"Spider-Man," said Aunt May.

Peter felt a lump solidify in his throat. "Spider-Man?"

"Mm-hm. I saw him, the other night, on the Watsons' front lawn." May looked Peter in the eye. "For some reason, I can't stop thinking about this Spider-Man character. Trying to piece together why he always seems so… I don't know, so close to us, so involved in our lives. And then it just… hit me."

While May spoke, Peter's mind was racing at a million thoughts per second. Explanations, excuses, just coming clean, every possibility presented itself; none of it was appealing.

"Peter, is there anything that you want to tell me… about Spider-Man?"

Oh, thought Peter. So she knows, then. "Aunt May… the doctor said you can't take any sudden—"

"Don't give me that!" snapped May, suddenly angry. "You can play games with me, Peter, right up until they start coming to our houses and putting us in the hospital—or in the ground. Then it's time to start telling the truth!"

"All right," said Peter. "But I don't want to talk about this until I'm sure that you're feeling better. Just give it a couple of days, all right?"
"Okay," said May. "But then we're going to sit down, and we're going to have a long discussion about this."

Peter nodded. An awkward silence fell between them. Then he said, "I need to go find Mary Jane."

"Yes, I think you do," said May. "Both of you had better be back here by dinnertime."

• • •

MJ didn't answer her cell phone, but it didn't take Peter very long to find her. She was next door, going through the ruins of her lately blasted bedroom. Peter found her sitting on her bed, looking at a photograph in a broken frame. A picture of her family.

Peter looked around at the aftermath of the explosion. "What a mess," he said.

After a beat, Mary Jane said, "We couldn't save them. We failed so completely…"

"MJ, I—"

"Don't talk," said MJ. "I keep going over that night in my head. Thinking about what we could have done differently. How it would have gone if we'd gotten help from Johnny Storm, or Tony Stark. Maybe it would have made a difference; maybe not, I don't know. But I know we screwed up. We were arrogant. And now I'm paying for it."

"Where did you go last night?" asked Peter quietly.

"Web-slinging. Doing what you do. Patrolling around, beating up muggers." MJ threw the framed picture onto the bed, stood up, and started to pace around the room. Broken glass crunched under the soles of her shoes. With a roll of her eyes, she said, "I thought it might make me feel better. I don't know, make this gnawing guilt go away—Peter, my parents died because of us."

"Because of the Goblin!" retorted Peter. "He's the one who did this! I tried—" Peter's voice caught in his throat, and his eyes filled with tears. "My web—but I couldn't—I tried."

"Yeah, Tiger. You tried. I tried. We both tried our very best, and it still wasn't good enough." She took Peter into her arms and looked into his eyes. "Listen, I… I don't blame you for all of this. But I can't forgive myself. I get why you have to be Spider-Man, I really do… but it doesn't work for me."

"What are you saying?"

"I'm saying… I can't do what you do. The whole 'power, responsibility' thing. It just isn't me."

Peter nodded. He thought he understood where MJ was coming from, how she must have been feeling right now. "So… Scarlet Spider no more?"

"No more," said Mary Jane.
Lamentation

After the funeral and burial of Philip and Madeline Watson, Peter found himself walking alone in the cemetery. Mary Jane was still over by the burial plot with relatives; very soon, she'd be going home with her Aunt Anna. Aunt May and Gwen were probably headed back to the car by now. And Peter… he was walking among the gravestones by himself, trying to make some sense of it all.

"Peter Parker," said deep but friendly-sounding voice. Peter turned and saw that he was being approached by a man… a bald man in a long, black coat. A man… with an eyepatch. "Do you know who I am?"

Peter stammered, "Y-y-you're Colonel Nick Fury."

"That's right. Did you see the spread they did on me in TIME Magazine last month?" When Peter shook his head, Fury continued, "You should take a look at it. Every picture shoots my good side." He turned his head just a little bit, so that his good eye was looking right at Peter.

"Is that supposed to be an icebreaker?"

Fury chuckled. "Let's talk, you and me." Hands behind his back, he kept walking. Peter followed.

"So…" Fury began. "Spider-Man."

"How do you—?"

"Are you gonna ask the country's top spy how he knows you're Spider-Man? Kid, you're not even being all that careful with this. And now you've gone and dragged your girlfriend into it, and, well —" Fury waved a hand in the general direction of the funeral attendees. "That's what happens when super-heroes get their friends and families involved."

Peter looked down at the ground and didn't respond.

Fury sighed. "Look, kid, I know this wasn't really your fault. The Goblin grabbed the Watson girl at that party, and it was just dumb luck. Could've been anybody, really. At least, that's what our analysis says."

Now Peter looked up at Fury, and he was suddenly angry. Angry and suspicious. "Do you know who the Goblin is?"

Fury shook his head. "We were—were—about 95% sure that it was Norman Osborn. Then they were seen together in public. Now we're maybe 50% sure that it's not Norman Osborn. But the Goblin has been careful, and, well, to be honest, this kind of thing is still way below my pay grade. You're lucky I've been able to make enough time to arrange this little meeting."

"Well, then, what do you want?"

"You mean you haven't figured it out? I thought you were smart!" Fury rested a hand on Peter's shoulder and said, "I'm trying to tell you that you've got what it takes. I want you on my team. In a couple of years, once you're not a minor. You've only been at this for, what, a year and a half? And look at the difference you've made. All the powered bad guys you've brought down. You're gonna be one of the greats, kid. That is, if you can get past what's happened here and manage to keep it together until you get out of high school."
Peter shook his head. "I don't know if I want to be Spider-Man as a career. I mean, I want to go to college, be a scientist—"

"Tony Stark. Bruce Banner. Hank Pym. They are all scientists, and they're all on my team. You can do both."

"And what about MJ?"

"Your girlfriend?" Fury sighed again. "Look, kid. Not everybody who gets powers is cut out to be a super-hero. It takes a... a whole bunch of different qualities that don't always come together in one person. Guts, wits, a little bit of ego, a whole lot of crazy... and usually something kinda messed up in your background."

"Like her parents getting murdered?" Peter snapped.

"Yeah. Like that. So... who knows? She's got all the same powers as you now. That means she has just as much potential. If she decides that she wants to get back into the game, you should try and teach her what you know, and there may just be a place for both of you someday as part of the Avengers Initiative."

Peter didn't say anything. He looked conflicted, worried mainly for MJ's sake.

"Peter," said Fury with a small smile, "chin up. Optimism is an act of courage, you know."

"Did you get that one out of a fortune cookie?"

"Yes," said Fury, "as a matter of fact I did. Doesn't mean it's not true." Then he withdrew from his pocket a USB flash drive and handed it to Peter. "One more thing. We got wind that the Chameleon is coming back into the country and trying to reunite with his old crew—"

"Mysterio and the Tinkerer," said Peter.

"Yeah, them. Anyway, I thought I'd give you the heads up, and I put together a few recently declassified files that you might find really interesting. You know, if you wanted to help us take him down."

"I'll think about it," said Peter.

As Fury turned and walked away, he called back, "I would look over everything on that drive very carefully if I were you. You don't want to miss anything important."

Fury then disappeared from sight, leaving Peter alone to wonder, What in the world was that all about?

• • •

Perhaps the drug had reached a critical level in his bloodstream. Perhaps the Green Goblin was simply clever enough to disappear for a time. Then again, perhaps it was something as simple as stress from work weighing down on Norman Osborn. Whatever the case, the Green Goblin sensed his moment passing—all of his carefully maneuvered pieces had suddenly been knocked off the board—and so, for now, it was time to lay low.

When Harry Osborn came home to their Manhattan penthouse that evening, he found his father, collapsed on the floor of his study. "Dad!" he shouted, rushing down to Norman's side. There was an empty tumbler on the floor next to him. Harry wondered whether his father had overdone it on the
bourbon last night. He knelt down and gently shook Norman, who groaned and slowly came to.

"Unh… Harry…?"

"Dad, were you lying there all night?"

Norman looked up at his son blankly. "I… I don't remember…"

Harry helped his father to rise and said, "You've been working way too hard, dad. All the meetings, the late hours at your lab…"

Norman wobbled a bit as he stood up and held his pounding, aching head. "Maybe I do need a break… Harry. When was the last time you and I just… spent a whole day together, goofing off?"

Harry stared at his father, momentarily shocked. "We've never done that."

Norman pulled himself over to an easy chair which sat near the fireplace in his study and set himself down. His hands were shaking as he gripped the arm-rests, but his face bore a look of peace and contentment that Harry hadn't seen in years. Not since his mother had still been a part of their lives. "What you do say we do that tomorrow? I take off work, you take off school, and we just… hang out. Go to Coney Island or something."

Harry chuckled at that. "Dad, I'm not twelve anymore… but, yeah, I'd like that."

"Okay then," said Norman. He looked up at his son and said, "It was time I reexamined my priorities. You're the most important thing in my life, Harry. I can't imagine how I ever lost sight of that."

Harry smiled. It was almost too good to be true, but here it was: Norman Osborn acting like a father. Somewhere, deep down, Harry had honestly believed that in spite of this second chance at a relationship with his dad, things were going to backslide, to settle back into old patterns and habits and never really get better. But now, right there and then, it looked like things just might get better.

With Miles Warren in the hospital (and apt to be arrested if he should ever come out of his coma), Peter suddenly found himself with some extra free time on his hands. Debra Whitman had told him that the faculty board was going to be making a few changes in personnel, and until the lab had a new director, his internship at ESU was effectively suspended. That was honestly fine with Peter; at the moment, he had quite a lot on his plate.

A couple of days after the funeral, Peter found himself home alone with nothing to do. Aunt May was out, Gwen was off by herself somewhere, and MJ was at the mall with Liz. So he made himself a sandwich, went down to the basement, booted up his computer, and plugged in the flash drive that Nick Fury had given him. "Files on the Chameleon," mused Peter. "This could be kind of interesting."

He started browsing through the accumulated data. "Let's see… real name, Dmitri Smerdyakov, expert in imitation and mimicry… ex-KGB, went mercenary after the collapse of the USSR… infiltrated SHIELD once. Whoa."

Something in that last file caught Peter's eye. He read: "Smerdyakov gained unauthorized access to a top-secret SHIELD research facility in Utah by assuming the identity of scientist Richard Parker. The deception was discovered and thwarted by SHIELD agent Mary Fitzpatrick."
Holy crap on a cracker, thought Peter. My parents... worked for SHIELD? My mom was a SHIELD agent before she married my dad?! How did I never know about this? Huh... I wonder if that was how my mom and dad first met. Peter went browsing deeper into the files, only find that many of them were either encrypted or mostly redacted. He ran searches for the names of his parents and crossed his fingers, hoping that something would pop up.

"Richard Parker, Edward Brock, Bruce Banner... scientific team assembled to recreate the (redacted) formula that was successfully used on (redacted) in (date redacted) during (redacted)." This particular report was dated 1992, a few years before Peter had been born; and certainly a long time before his dad and Eddie Sr. had gone to work for Trask Industries, developing Project Venom. But Peter was transfixed by the sight of that third name on the list. My dad and his partner worked with Bruce Banner! Dr. Banner went and turned himself into the Hulk (at least, according to what everybody says on the internet) in a failed experiment to reproduce the Captain America serum. Peter sat back from his computer, his mind racing. His parents... before he was born... they had already been neck deep in all of this. SHIELD, the Avengers Initiative, Captain America, superheroes... his family was intimately connected to it.

It's a small world after all, thought Peter. Nick Fury obviously wanted me to see this... but why? For the life of him, he couldn't figure that part out yet.

On a whim, Peter attempted to search the files again, this time using "Captain America" as the search term. That turned up no results. Hm. What else do they sometimes call it again? Oh, right. He typed, "super-soldier serum". One hit. The file wasn't encrypted, but most of the text had been blacked out. Only a few snippets were legible. "SHIELD report #1945324-SSCA-1984-7. (Lots of redacted text.) Investigators have concluded that the lead was falsified. Suspect Jack Hardesky, alias (redacted), is now believed to have fabricated the story that he witnessed (a long redaction) and memorized the formula for the super-soldier serum. There is no known connection between Hardesky and (redacted), nor does there exist any evidence that he came into contact with Johann Schmidt, alias (redacted). Our conclusion is that (redacted) has engaged in an elaborate campaign of disinformation, and that Hardesky was an unwitting participant."

None of that meant much of anything to Peter. Just then, he heard the sound of keys jingling upstairs and the kitchen door opening. It was probably Aunt May getting home. He quickly unplugged the thumb-drive and hid it in the bottom of one of his desk drawers, under a stack of old papers.

Peter came upstairs and found Aunt May sitting at the kitchen table, waiting. In fact, she looked as if she were waiting for him. "Sit," she instructed.

Peter did so. There were sacks of greasy fast-food resting on the kitchen table, as yet unopened. Aunt May never brought home fast-food; this was serious.

For a while, neither of them said anything. Peter could hear the seconds ticking by on the old kitchen clock. At last, Aunt May broke the ice. "You owe me an explanation."

Peter nodded. "Where do you want me to start?"

"Why are the Watsons dead? I want the whole truth."

And so Peter began to tell her. "...During that party, when MJ was kidnapped, remember?" May nodded. "The Green Goblin and his partner, or minion or something, the Jackal, they gave Mary Jane spider-powers."
"'Spider-powers'."

"They turned her into a spider-woman. With all the same super-powers as Spider-Man."

"And why did they do that?" asked May.

"To make a super-villain who could fight Spider-Man," explained Peter. "They brainwashed her, they made her do some pretty terrible things."

"Mary Jane… has super-powers. Spider super-powers."

"That's right. But she isn't brainwashed anymore. We fixed that—actually, we asked the Fantastic Four to fix it, but Reed Richards and Susan Storm were off on their honeymoon—uh, I guess that means she's Susan Richards now—so they called Tony Stark and he fixed it."

"And I suppose that's, what, just an average Tuesday for you?"

"Not exactly," said Peter, shaking his head.

May pondered this for a minute. "So… you undid the brainwashing. And the Green Goblin came after MJ's parents to… what, get back at the both of you?"

"Something like that. I think he had this loony idea that he could keep making MJ do things for him if he threatened her family."

"And so he blew up their house, and he stabbed Philip in the chest, and he threw Maddie off a bridge."

Peter slumped down onto the table and let his head fall into his hands. "It's my fault," he mumbled.

"Say that again," said May.

Peter looked up at his aunt. His eyes were reddening; he was on the verge of tears. "It's my fault Mrs. Watson is dead. I tried to save her, but I wasn't fast enough—"

May took both of Peters quivering hands into hers and said, "Did you throw her off the bridge, or did the Green Goblin?"

"The Goblin did, but I couldn't—"

"Then hush," said May. "Even… even Spider-Man can't save everybody."

In spite of himself, Peter found the tears flowing freely down his cheeks. "But… when it comes to people who matter… people I know, people I love… I fail them. Just like I failed Uncle Ben."

Aunt May stiffened. "What did you say?"

"The night that Uncle Ben died… the burglar who killed him… earlier that day, I saw him somewhere else, stealing money. I could have stopped him, so easily, but I didn't…"

May released Peter's hands and leaned back in her chair. On the outside, she seemed calm, thoughtful; but in truth her mind was racing. It was all falling into place, little things coming together that all suddenly made too much sense. "And that's why you're… no. No, I want to hear you tell me. You look me in the eye, and you tell me."

Peter wiped his cheeks off with his sleeve and looked his aunt in the eye. "I'm Spider-Man. I try to
help people wherever I can, because one time I didn't, and because of that we lost Uncle Ben."

"Show me," said Aunt May.

"What?"

"You're Spider-Man. I want you to prove it."

And so Peter stood up from the table, sprang off the ground, and clung to the ceiling.

Aunt May nodded, and Peter dropped back down to the floor, turning in midair and landing easily on his feet. Then May turned around and started walking toward the living-room door.

"Where are you going?" asked Peter.

"I'm going to need some time to think about all of this. Process it. It's a lot to take in." She turned and faced Peter again and said, "In the meanwhile, you may keep… being Spider-Man. For now. But there are going to be rules—once I decide what they should be. Am I understood?"

"Yes ma'am." That was the only possible response to Aunt May's suddenly stern tone.

Her expression softened. "There will also be questions. Lots of questions, Lord only knows. But we don't have to make a marathon out of it. Just, um, just so that I know, though… who else knows about you?"

"Mary Jane, of course, and Gwen," said Peter. "And Johnny Storm… and I guess Ben Grimm and Tony Stark kind of know. Oh, and Nick Fury."

Upon hearing that final name, a look of… well, something funny, possibly annoyance, appeared on Aunt May's face. She grew thoughtful again, but she didn't say anything. She just walked into the living-room, sat down on the couch, and started to think.

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Over the course of the next few days, the relative quiet of the Parker household was quashed by the sounds of near-constant construction-work. Trucks full of materials and work-crews had simply shown up one day and started fixing up the Watson house. At one point, during the second day of the repair-work, a workman had knocked on the Parkers' door and explained that they'd also been hired to fix the minor damage that their house had sustained, a bit of singed siding and paint from the explosion next door.

"But, who's paying for all of this?" Aunt May had asked. Surely it couldn't be anyone in the Watson family. Philip and Madeline hadn't exactly been well-to-do, and that was even less the case for Philip's sister Anna. The workman had simply laughed her off and muttered something about insurance, before whistling to his crew and getting to work on the outside of their house.

It was Gwen, though, who spotted the one van in the fleet that didn't seem to be carrying any supplies or gear or workmen. It was a black, unmarked van that had just shown up along with all of the construction workers' vehicles. It sat parked on the opposite side of the street and stayed there at nearly all hours of the day and the night. "I know a stakeout when I see one," said Gwen.

Aunt May and Gwen sat in the living-room one afternoon, peeking through the curtains out at the van. "Now who in the world are they?" May wondered aloud.

"I'll go find out," said Peter, who stood up from the couch (where he'd been sitting and flipping
listlessly through TV channels).

"No violence," ordered May.

"Not unless they're bad guys," countered Peter. "But I don't think they are. Do we have any cookies?"

May reacted to the non sequitur by staring at Peter blankly; but Gwen grinned, winked, and pointed a "finger gun" gesture at him. "Ah, gotcha, the ol' 'bribe the cops with donuts' routine."

"I do love me the classics," said Peter. And Aunt May's cookies were way better than donuts, to boot.

A few minutes later, he was walking across the street with a plate of Aunt May's homemade cookies and a thermos full of freshly brewed coffee. He went around behind the unmarked van and banged on its back door. The door slowly opened; inside were a two men and one woman, all of them lightly armed and wearing the same plain black uniforms (without any kind of identifying markings). There was some simple surveillance equipment—video cameras and screens, parabolic microphones, a few laptop computers—in the back of the van with them.

"Hey," said Peter. "I was just wondering. You guys feds? SHIELD? Or NYPD maybe?"

"Are those cookies?" asked one of the male agents.


"Thanks," replied that agent.

The female agent took the coffee and said, "We're SHIELD."

"Fury send you?" asked Peter.

The woman nodded.

"Did he tell you why?"

She was already opening the thermos and sipping the coffee, and so she just sort of half shook her head and made an "mm-mm" noise. (The coffee was still pretty hot.)

The other male agent, the one who was sitting up near the front of the van and hadn't spoken yet, said, "We're just supposed to watch the skies."

"Oh, gotcha," said Peter. "In case of low-flying goblins."

"Something like that," said the agent.

"You know, we're pretty much fine here," said Peter. "You really should be watching my girlfriend —"

"At her aunt's place in Brooklyn," said the first agent. "Yeah, don't worry, we are."

"Okay, well… just ask if you need anything," said Peter.

"Thanks, kid." The agents slammed the rear door of the van shut again.
Peter went back across the street to explain this new development to Aunt May and Gwen.
Extrication

Over the next couple of days, things seemed to settle back down into a quiet routine for Peter, even if they didn't exactly go back to normal. After all, SHIELD was still keeping his house under surveillance. And even though MJ's old house had been repaired, and the construction workers had all vanished just as quickly as they'd appeared, the house next door remained unoccupied. MJ was living with her Aunt Anna now, in Brooklyn, and Peter hadn't even seen her in three whole days. Heck, he'd barely spoken with her on the phone. He figured that the move itself, not to mention the adjustment to her new surroundings, must have been keeping her busy at all hours of the day.

But that changed when Peter and Gwen arrived at school on Monday. They got off the bus that morning, only to see MJ walking towards them across the schoolyard. Over in the parking lot, a stout, older woman behind the wheel of a U-Haul waved goodbye to MJ before throwing the cumbersome van into gear and driving off. Mary Jane ran up to Peter and planted a kiss on his lips to greet him. "Hey, Tiger. Surprised to see me?"

"Yeah, actually," said Peter with a smile. "What's going on?"

"You're never gonna believe it," said MJ. "My parents must've had some really good insurance, because my house is all fixed up—"

"We'd noticed," said Gwen.

"—and then, yesterday, Aunt Anna was evicted from her apartment."

"Evicted?" said Peter. "What for?"

MJ shrugged. "The building-owner changed the lease agreement or something. But then we figured, since I have a house, my aunt could come and live with me in Queens, and now I don't have to change schools!"

"Hey, that's great!" said Gwen, who grabbed MJ in a rough hug that almost made her drop her schoolbooks.

Peter became pensive when he heard the news. He couldn't be sure, but he sensed Nick Fury's fingerprints all over this. That wasn't to say he wasn't grateful, of course. It was just a little frightening that there were people in the world powerful enough to pull these kinds of strings—even if it was ostensibly for his and MJ's benefit.

"Hey-hey, look who's back," said Harry Osborn, who emerged from the crowd of students milling about in the yard. "MJ, I haven't seen you since, um, since the funeral. How're you holding up?"

"Oh, you know, pretty much like you'd expect," said MJ, a little glumly. "But, hey, I just found out that I get to keep coming here with all you guys, so… all things considered, it could be worse."

"Isn't that the truth," said Harry. "Listen, MJ, Gwen, if either of you need a friend to talk to about this stuff, I'm here. I just want you both to remember that."

"Oh, yeah," said Peter, "that reminds me. Harry, I never did get a chance to say thanks. For helping us fix the kitchen that one time. I'm pretty sure Aunt May was none the wiser…"

"Don't even mention it," said Harry. "But I am curious, since I had to replace a table and apparently a door, what exactly happened? You two got into a fight?"
"Oh, uh… just one of those things, I guess," said MJ. "We were having a… a heated discussion, and I got a little carried away and accidentally knocked over the table, and, like, bam, it cracked in half."

"And then I stormed out the back and, well, the door just came right off its hinges," said Pete, scratching the back of his head. "They must not make 'em like they used to."

"I guess not," said Harry. "Well, don't worry about it. I'm happy to help. Just, uh, be more careful the next time you guys decide to get feisty, okay?"

Peter and Mary Jane both reddened and shuffled their feet.

"Aw, look at that, Osborn," said Gwen. "You went and made the Watson-Parkers blush."

Harry was just about to join in Gwen's teasing, when the foursome was interrupted by the sound of someone clearing his throat. Flash Thompson was standing nearby—in fact, he'd been close by the whole time and had heard most of the conversion—but now he was trying to get their attention.

"Yeah, Flash? What is it?" asked Harry.

"I, uh… I…" He seemed unsure of exactly what he wanted to say.

"Well, big guy?" said Gwen. "Spit it out already."

"Um, well, you know that the fall formal is coming up, soon, and, uh, Gwen—"

"Oh my God, Flash!" interrupted MJ. "I've never seen you this nervous around anyone before!"

Then her eyes widened in realization. Flash likes Gwen! He really like-likes her!

Now beet red in the face, Flash just closed his eyes and powered through the rest of his question.

"Gwen, do you want to go to the formal with me?"

Peter and Harry just stared at Flash, their eyes bugging out of their sockets. MJ looked like she was ready to burst into some kind of outpouring of girlish enthusiasm. As for Gwen… Gwen started laughing. And this wasn't just a little chuckle of derision or some nervous, forced titter, but real, full-on, side-splitting, gut-busting laughter. Tears came pouring down her cheeks; she doubled over; she couldn't control herself.

Flash Thompson scurried away without another word, probably more than a little crushed by her reaction.

Once Gwen finally managed to get a grip—and that took a good long while, between relapses of fitful hysterics and short breaks wherein she tried to catch her breath—she looked up to tell Flash "no," only to find that he was already gone.

"That… was actually kind of mean," said Harry.

"I think you really hurt his feelings," added Peter.

"I don't care," said Gwen. "He's a tool. He used to pick on you guys."

"Actually, now that I think about it, Flash hasn't really bullied us much at all lately," said Peter. "Not since that party at Sally's."

"Whatever," said Gwen. "I don't like bullies. First, I'll see if he can go a whole year without acting like a jerk. Then—maybe—I'll entertain the idea that he's grown up enough to hang out with."
Mary Jane was still standing there with pursed lips, looking like a bottle of shaken soda-pop waiting to explode. "Flash likes Gwen!" she finally blurted. She seemed terribly amused by this fact, but she was really the only one. Peter and Harry were more stunned, and Gwen was positively uninterested.

"Yeah, well I don't like him," she said. "He ain't my type."

"Oh, then who is?" asked MJ innocently. "A certain blond hottie you met at a party once?"

Gwen smiled. "Maybe."

"Okay, well, as engrossing as this discussion is," said Harry, "the bell's gonna ring soon and my first period's on the other side of the building. So I'll catch up with you guys after chem."

They said their goodbyes to Harry, who jogged off toward the school-building's main entrance.

"By the way," said Pete, taking Gwen aside, "Johnny did ask me for your phone number; but we were dealing with a whole bunch of crazy at the time and I didn't really get the chance to give it to him. Do you think you might want to see him again?"

Gwen just stared daggers at Peter. "The Human Torch asked you for my phone number. And you didn't give it to him."

"There was crazy going on!"

Gwen started punching Peter in the arm, repeatedly, emphasizing a word whenever she landed a blow. "'Peter! When a famous, hot guy, who your friend likes a whole lot, asks you for her number, you friggin' give him her number!"

"Ow—okay, okay—ow, jeez!" Peter held up both arms to fend off Gwen's attacks. "I thought you just said you didn't like bullies!"

"This isn't bullying, it's correctional discipline," said Gwen. "Plus, I'm like your unofficial big sister, so I have the right to smack you around once in a while, if you do something extra stupid. You're a big, tough, super-hero; you can take it."

"Shh!" said Peter. "Not at school!"

At that moment, the bell rang. Mary Jane and Gwen both had the same English lit class that period, so they said goodbye to Peter and went off together. Peter only had study hall to start with that day, so he wasn't in any particular hurry to get there and decided to hang around the schoolyard for a moment longer. As the busy throngs of students funneled into the main building and the crowds filling the yard thinned out, Peter quickly found himself left alone outside the front of the school.

It was then that Peter happened to glance across the street and see someone looking directly at him—staring at him with an unwavering intensity. It was a young man, barely twenty, tall and broad-shouldered, with spiky blond hair and large gray eyes. Someone Peter knew all too well: Eddie Brock Jr.

A school bus zipped past them down the street, right between Peter and Eddie, cutting off their view of each other for only a second; and when it was gone, so was Eddie. The other side of the street was as empty as if nobody had ever been standing there.

Peter's jaw dropped. He ran out into the now-deserted street and looked around, but there was no sign of Eddie. He couldn't have just been seeing things… could he?
More disconcerting still was the fact that his spider-sense hadn't gone off. Venom didn't trigger his spider-sense, of course; but then again, Eddie and the suit had been separated during their last battle. The symbiotic sludge had been washed away, down into the sewers, hopefully never to be seen again.

As Peter stood there in the middle of the street, he somehow knew better than to hope that the old Parker luck had suddenly changed for the better.

• • •

That afternoon, Peter went to work at the *Daily Bugle*. He had a few photos from Spidey's routine run-ins with ordinary criminals to sell; and with the information flowing in and out of that office at all times of the day, it really was the best place to sniff around for leads on any kind of trouble you might wish to ask for. Two cases in point were the Green Goblin, who had not been seen or heard from since the night MJ's parents died; and Electro, who'd likewise vanished and had yet to reappear since his attack on the Ravencroft asylum. The attack which had freed Eddie Brock; if Peter counted him, that put no fewer than three dangerous psychopaths at the top of his to-do list. If there were any tips to follow up on that might lead Peter to finding any one of these guys, the *Bugle* would be the place to look—and he was particularly eager to get back at the Goblin after recent events. Peter knew that as long as the Green Goblin was still on the loose, he, and MJ, and both of their families would remain constantly on-edge, always looking over their shoulders and waiting for that next attack that might come out of nowhere at any moment.

Pretty much as soon as he arrived, Miss Brant sent him straight to J.J.'s office, where he found Mr. Jameson sitting at his desk, like usual; Robbie and Ben Urich standing by the window and holding a rapid-fire discussion over how to present one of Ben's stories; and, much to Peter's surprise and relief, someone unexpected: Colonel John Jameson, sitting comfortably in the chair opposite Jonah's desk. The colonel was wearing civilian clothes, but Peter recognized him instantly.

The elder Jameson had an unlit cigar clenched in his teeth. "Parker," he said, somehow keeping the stogie dexterously in place, "perfect. I want you to get a photo of us, just like this. I want the world to know that my son, the astronaut, is in the pink of health and ready to get back into that pilot's seat again!"

"Pop, you don't have to make such a fuss about it," said John. He turned to Peter and offered his hand. "Parker. Good to see you again. I remember you helping Doc Connors over at ESU, when I was still suffering from that weird infection."

"I'm glad to see that you're okay," said Peter. "We were all pretty worried around here when we heard that Electro attacked Ravencroft."

The colonel shrugged. "Well, I heard some loud bangs and maybe some screaming, but I never saw the guy. I guess that makes me one of the lucky ones."

On the other side of the office, Joe Robertson's voice rose to a new pitch. "I don't care, Ben! It's a good story—I'm running it!"

"It's a fluff piece!" Urich retorted. "Matt Murdock, blind lawyer, helps people pro bono? *Who cares?* The only reason I interviewed the guy was to ask him what he knew about the Daredevil!"

"What can I say?" said Robbie. "You do good work, even when you're trying not to!"

"Guys!" shouted Jonah, pointing at his office door. "Either zip it or take it outside!"
"Sure, boss," said Urich. As they were leaving, he said to Robbie, "I'll take this to Hoffman!"

"I'm the city editor!" snapped Robbie. "I outrank Hoffman!"

Once they were gone, Colonel Jameson turned back to Peter and said, "Say, the next time you see Doc Connors, can you pass along my thanks? After all, I never would've gotten better if not for him. And Spider-Man."

"Menace," grumbled Jonah under his breath, looking around his desk for a light for his cigar.

"Sorry, Colonel," said Peter. "Curt and Martha Connors, they aren't at ESU anymore. The last I heard, they took a new job together at a lab somewhere in Florida."

"That's a shame," said John. "I still have at least a million questions to ask about what happened to me. Did the doc ever figure out how those, uh, 'space-spores' got inside the shuttle?"

"I'd like to know that too!" said J.J., who was now happily puffing on a Cuban cancer-stick.

"It's still a mystery," said Peter with a shrug. "I remember that some guys from NASA came by the lab once and dropped off a whole bunch of those spores in canisters, so that Doc Connors would have plenty of samples to study. They said they'd vacuumed them out from all over the shuttle, inside and outside. The little buggers even survived reentry on the heat-shield!"

Colonel Jameson let out a low whistle. "Wow. And all it took to kill them off was a couple hundred volts of electricity. I really am lucky."

"Not luck, my boy!" said J.J. "Guts! Guts, willpower, and raw nerve! You're a Jameson; you're made of tougher stuff! ...Parker! How come you're still standing there, chit-chatting? I told you to take a photo!"

Peter took out his camera and looked at Colonel Jameson, who smiled and nodded his consent. So Peter lined up his shot... and then he paused, peeked out from behind his camera at J.J., and asked, "Standard freelance fee?"

"Parker…" growled Jameson in a low, dangerous voice.

"Kidding! Just kidding..." said Peter. He quickly snapped the picture, exchanged a few more polite words with the colonel, and then extricated himself from Jonah's office.

The very moment he was back out on the newsroom floor, though, he was accosted by Ned Leeds. "Hey, Pete. Do you mind if I ask you a few quick questions?"

Peter narrowed his eyes at Ned. "What about?"

"Well, ever since J.J. sent us out on the Oscorp story, I've been handling all the Green-Goblin-related stories, and I'd hoped that you might—"

"No," said Peter sharply.

"No?" repeated Ned. "I just wanted to pick your brain about his last attack—"

Peter was suddenly incensed. "I can't believe you'd even ask that! Two people I've known since I was little—my next-door neighbors, my girlfriend's parents—they died!"

Peter's raised voice drew the attention of the staff-writers sitting at all of the surrounding desks. Ned put up his hands in a placating gesture. "Hey, whoa, I didn't mean anything personal, Parker! It's my
job to follow up with witnesses!"

"Yeah, well I wasn't there," said Peter. "Sorry. Talk to somebody else." His anger boiled down to a steady simmer. He pushed his way past Leeds and stormed out of the office, with a few of the Bugle staffers shaking their heads and watching the young photographer leave with expressions of sympathy and shock etched on their faces.

• • •

On the eighty-seventh floor of Fisk Tower, the elevator doors slid open, and out stepped Hammerhead. Following behind him was an older man with messy, graying hair, who wore a brown tweed suit and carried a worn old leather satchel. This was Spencer Smythe, a man who looked as if he'd spent his whole life toiling under the thumb of a series of demanding employers and now had only enough energy left in him to maintain an outward semblance of dignity.

Wilson Fisk remained seated at his desk, hands clasped together. Once Smythe was past the armed guards (who, as always, stood silently at the elevator door and frisked anyone coming through it) and standing before him, Fisk said, "Mr. Smythe. How good of you to come on such short notice."

Smythe cast a sidelong glance at Hammerhead, who remained standing beside him, watching him. "Your underling didn't exactly give me a choice in the matter."

Fisk smirked. "Recriminations, Smythe? You won't feel that way once you've heard my proposal. The project I have in mind could make you a very rich man."

Smythe quirked an eyebrow and looked skeptically at the Kingpin. "If some of the rumors I've heard lately are true, I'm not sure I want to be involved in one of your projects."

"Lies, spread by my enemies to discredit me," said Fisk, rising from his desk. He turned his back on Smythe and looked out the large office window, gazing at the cityscape spread out before him. "Soon, though, this desperate hearsay will be of no consequence. The world will see that I'm a law-abiding citizen—that I care deeply about the good of this city—my city—once my newest initiative is underway."

He turned to face Smythe again and said, "New York is overrun with costumed crooks, and vigilantes taking the law into their own hands. Both are madmen, equally dangerous to the likes of you and me and ordinary citizens. I intend to put a stop to it."

Now Spencer Smythe really was curious. "How?"

"Eventually, I mean to build up a private security force which can be licensed to the city at cost, better equipped than the police to handle the threat of so-called 'super-villains'. But in order to lend this idea some credibility, I must do something extraordinary first. Something… attention-getting. And this is where you come in."

"What exactly did you have in mind, Mr. Fisk?"

"As you may know, the most elusive of all these costumed lunatics is the vigilante called Spider-Man. As a… favor for the police, I would like him captured and unmasked. And I believe that with your genius in the field of robotics, you're just the man to undertake the job."

Smythe fell silent as he pondered Fisk's words.

"Well, Smythe? It goes without saying that I'll pay you handsomely—"
"I'd expect nothing less, Mr. Fisk. But… I don't want money, not really."

"Well, then… what do you want?" A look of genuine curiosity danced across the Kingpin's face.

"Knowing you, you've likely already deduced my answer," said Smythe. "My son, Alistair… he suffers from a rare nerve-disease which has left him wheelchair-bound. If I agree to work for you, then—"

"Consider it done," said Fisk. "I already donate considerable sums each year to medical research. Work for me, and all of it, every last penny, will go into research aimed at curing your boy."

"Well, then," said Smythe, shaking hands with Fisk, "how can I possibly refuse?"

"How, indeed?" said Fisk.

With that, Hammerhead showed Smythe to the elevator, and the aged inventor departed. Hammerhead didn't escort him all the way out, though. Instead, he turned and went back over to the Kingpin. "Well, boss," he asked, "do you think the old man can really pull it off?"

"Never underestimate what a man can accomplish, once properly motivated," said Fisk. "Which reminds me… if we're going to be bankrolling Smythe, we're going to need to increase our funding. Place a call to Anastasia Hardy, employing the usual precautions." By "precautions", Fisk meant an untraceable burner-phone and an electronic voice-changer. "Inform Mrs. Hardy that we are aware of the fact she has been embezzling from her own Hardy Foundation in order meet our past demands; and as a consequence of that, the price of our continued silence has doubled."

"Heh-heh," chuckled Hammerhead, "double the dirty deeds, double the blackmail, eh? This is why I love working for you, Kingpin. It's like I learn something new every day."
"I'm telling you guys, I saw Eddie! He was standing there, across the street, just looking at me. And then, just like that, he was gone—like something straight out of a horror movie!"

Peter was pacing back and forth in his basement, which had been his bedroom as well as his lab ever since Gwen had taken up permanent residence in the Parker home. Gwen and Mary Jane were present as well, but both were otherwise occupied and only half listening to Peter fret. Gwen was wearing plastic goggles and using Peter's chemistry set, cooking something over the Bunsen burner; and Mary Jane was up on the ceiling, in the corner of the room, clinging there upside down and studying her lines for the school play. MJ's long, red hair hung straight down beneath her head, giving her a comical appearance that Peter found absolutely adorable.

"Are either you even listening to me?" asked Peter.

MJ looked up (or maybe it was down, technically speaking) from her script and said, "Of course we are. I just think you're overreacting, is all."

"Overreacting?!"

"Well, you said that Eddie doesn't have powers anymore now that the Venom suit's gone," said MJ. "So what's the big deal?"

"He knows that I'm Spider-Man and hates my guts, for one," said Peter.

MJ jumped down from the ceiling and set her script down on Peter's bed. "Do you think he'll try to out your secret identity again?"

Still pacing, Peter rubbed his eyes and groaned. "Ugh, I don't know. It didn't work the last time he tried, so maybe not. But what if he comes after you or Gwen or Aunt May?"

"Are you kidding?" said MJ, cracking her knuckles. "Between the two of us, he wouldn't stand a chance!"

"Then you'll help?" asked Peter hopefully.

"If Eddie shows up here and tries to pull something?" asked MJ. "Of course I will!"

"No, I meant that—" Peter was interrupted by a sudden exclamation from Gwen.

"Aha!" she said, picking up a beaker full of thick, grayish-white fluid. "I knew it would work. Now all I have to do is test it."

Pete and MJ both looked over at Gwen and said at the same time, "Test what?"

"This!" said Gwen, emptying the beaker of fluid onto the floor. The instant the thick blob of goop struck the ground, it exploded into a waist-high mass of webbing that filled most of the room. While Peter and MJ said "eew" and tried to free themselves from the extra-sticky webs, Gwen clapped her hands and laughed with delight. "I told you I could improve your web formula!"

"How exactly is this an improvement?" said Peter. He was having trouble struggling free of the webs, but MJ was already tearing them off with ease. While Gwen explained her reasoning, MJ leapt up to the ceiling again and reached down to anchor Peter, so that he could tear himself free too.
"It's not for swingin' around on, ya knucklehead," said Gwen. "I call it 'impact webbing'. It's for, you know, in case you have a whole bunch of guys you need to web up all at once. Or something really big—like a giant monster, or a robot or something."

"Well, when you put it that way," said Peter, hanging off the ceiling next to MJ and stroking his chin, "this stuff might've come in handy when the aliens attacked Manhattan."

MJ narrowed her eyes and said darkly, "But will it knock a goblin out of the air?"

"Oh, you bet it will!" said Gwen. "Load one of your little cartridge thingies with this stuff, press the button, and bam—no more flying freak-show." It was then that Gwen seemed to realize for the first time that she too was webbed to the floor. "Uh, guys? A little help here?"

MJ and Peter shared an amused look before crawling over to Gwen. They pulled her up out of the webs so that she was able to sit on top of Peter's workbench. She took off her goggles and said, "Thanks. This stuff, uh, it should dissolve after a while, just like your regular webs. I think."

"Oh, you think?" said Peter. "That's good, I'm glad you've thought this through." He turned back to MJ and tried to resume their conversation while they were still sticking to the ceiling together. "I want to go looking for Eddie. I'd really appreciate it if you would help."

MJ's face reddened. "I… don't think that's a good idea." Before Peter could reply, she continued, "It's not that I don't care about Eddie, I do! It's just… I don't think I'd be much help."

Peter was torn. He felt that he really needed her help, but with recent tragedies still so raw, he was wary of pushing MJ into something she didn't want to do. "All right," he said at last. "If that's the way you feel."

"It is," said MJ. She dropped from the ceiling down to the workbench, sprang over to the far wall (turning a gymnastic flip in mid-air as she did so), and landed lightly on Peter's bed. Then she picked up her copy of the school play again and flipped through the pages until she reached the one she'd been studying earlier.

"Well if you do find your friend," said Gwen, "maybe you can get him to tell you what he knows about the guy who killed my dad."

"That's kind of a longshot, don't you think?" said Peter. "We don't even know if they ever met each other." Gwen glared at Pete, and so he quickly amended, "But I'll ask, if I find him."

"Thanks so much," said Gwen sardonically.

"Peter?" came Aunt May's voice from upstairs. The door to the kitchen opened, and she appeared at the top of the stairs. "Peter, I… what in heaven's name is going on down here?" Aunt May came down the stairs to find Gwen sitting on the lab-table, Mary Jane reclining on Peter's bed, and Peter still clinging to the ceiling. She cast a critical eye around the basement, looked up at Peter, and asked, "These webs of yours… do they come out of any strange, uh, orifices that I need to know about?"

"What?" Peter cried. "No, this is—uh, well, you see—" He turned red in the face and tried desperately to explain things, while MJ and Gwen both cracked up. "You see, I make my webbing with chemicals, and—and—"

Gwen finally got a hold of herself and said, "Sorry, Aunt May. This," she indicated the mess on the floor, "was all me. I was just messin' around with some of Pete's stuff. No big."

"Well, as long as I don't have to clean it up…" said Aunt May. She looked up at Peter again and
said, "Can you come down from there and come upstairs for a minute? We need to talk. Girls, you too, since you're involved in all of this."

Peter swallowed and followed Aunt May up to the kitchen. MJ and Gwen, more curious than anything else, came up a moment later.

Aunt May sat down at the kitchen table and indicated for Peter and MJ to do the same. Gwen leaned back on the wall and listened.

"I've given this a great deal of thought," began Aunt May. "Other parents don't really have to worry about the same things that I have to worry about now. Other kids might be off drinking, or doing drugs, but you, Peter... you're helping people. You have no idea now proud that makes me."

Peter flushed a little with embarrassment, while MJ tried her best to keep her expression blank.

"That said, you've been lying to me for more than a year," said May. "I think I understand why you felt you had to keep Spider-Man a secret, but that stops right now. From now on, you keep me in the loop. Do we understand one another?"

Peter nodded. "Yes ma'am."

May turned to MJ and asked, "Are you going to tell Anna?"

After a brief, awkward pause, MJ said, "I don't know yet."

May nodded. "Well, it's your decision to make. I hope, for Anna's sake, you make the right one. Now, Peter. I said there'd be rules."

Peter nodded again, waiting for the verdict.

"First, your curfew hasn't changed. Be home by ten, or else call, but you'd better have a good excuse. Second... well, first, let me ask: what do you normally do when you get hurt?"

"I, uh... I hide it as best I can and let it heal," said Peter. "I heal fast."

"Hm. Well, if it's anything serious, from now on, you tell me, and we go see a doctor. That's all for now, but it's just a start. I'm probably the only person in the world who has to come up with rules for teenage superheroes, so if anything else occurs to me, I'll let you know."

Then she stood up from the table, walked over to Peter and hugged him. "I just want you to stay safe."

"I know," said Peter.

"Hm, that's funny," said Aunt May, out of the blue.

"What is?" asked Peter. Outside their house, out on the street, a car horn had suddenly started honking, loudly and repeatedly.

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"I don't remember the kitchen table being this close to the wall..." May wondered aloud.

Peter chuckled nervously and said, "Hey, why don't I go see what that racket outside is all about, huh?" He and Gwen shared a wide-eyed, knowing look when May's back was turned. Then Peter, Gwen, and MJ all slipped away and went outside.

It was a beautiful afternoon for early October—a little nippy out, but the skies were clear and the sun was shining brightly. Parked by the curb out in front of the house was a bright red convertible, and sitting in the driver's seat, jovially honking the horn, was Harry Osborn. "Hey, guys!" he shouted,
standing up in the seat. He was wearing a stylish pair of sunglasses, which he whipped off. "Check out the early birthday present from my dad!"

"Whoa, Harry!" said Peter. "Nice wheels, man!"

"Isn't she pretty?" said Harry. "Come on, get it! Let's all take her for a ride!"

"Definitely!" said MJ, who deftly jumped over the rear door and slid into the back seat.

"Yeah, sure, why not," said Gwen. She was more lackadaisical about walking around to the other side of the car, where she took shotgun.

Aw, man, thought Peter. I really want to find out what's up with Eddie.

"I… I can't," he said. "I'd really like to, but…"

"But, what?" said Harry. "Live a little, Pete! There'll always be more homework tomorrow."

"It's not just homework," said Pete lamely. "There's also work, and—and this other thing I gotta do —"

"Mr. Responsible," laughed Harry, putting his sunglasses back on. "You've really gotta learn to relax, bro. Or else you're gonna turn into a workaholic, like my dad. Hey, maybe that's why he likes you so much."

Peter shrugged. "I would if I could, but… I can't."

"Your loss is my gain," said Harry with a wolfish grin. "Ladies; shall we?"

MJ looked up at Peter and said, "Sorry, Pete. But if you really need my help later, just... just ask, okay?"

"Okay," said Pete.

Harry floored the pedal, gunning his engine loudly. The convertible peeled away from the curb and out into the street, while Gwen threw up both arms let out a loud "WOOOO-HOOOOO!"

The Ravencroft Institute was located in Lower Manhattan, not far from the East Village. It didn't take Peter very long at all to swing over there from Queens, which he did that very afternoon. But, given the sensitive nature of his search, with his secret identity possibly compromised, he decided that Spider-Man wasn't the best person to ask the staff there the questions he wanted answered; Peter Parker was. So, after changing back into his normal clothes, he went back around to the front of the building (where work-crews had already long since repaired most of the damage from Electro's attack) and went inside.

After a brief conversation with a receptionist, Peter was directed to the office of one of the Institute's top psychiatrists, Dr. Ashley Kafka. The doctor was positively swamped with work when Peter arrived; her desk was covered with messy stacks of folders and papers, and she was just finishing up a phone call. She hung up the phone, sat down behind the desk, and said, "Please, have a seat, Mr. …?"

"Parker, Peter Parker," he replied, sitting down. "I'm told you're the doctor who was treating Eddie Brock?"
Still a bit frazzled from everything going on around her, Dr. Kafka searched through a stack of files and said, "Yes, that's correct. I'm sorry to say that Eddie still hasn't been found yet; we were making tremendous progress." She found Eddie's file, opened it, and glanced through the notes. "Parker… now I remember. You're Eddie's childhood friend, right?"

"That's right. I… I've been really worried about him lately, and I'd just hoped—"

"Has he tried to contact you at all?" asked Dr. Kafka. "You or anyone else in your family?"

"Uh, no, not that I'm aware of," said Peter. "Why?"

"Well, normally doctor-patient confidentiality would prevent me from discussing the particulars of a case, but in this instance, there may be a clear and present danger to your safety. Mr. Parker… Eddie seems to have fixated on you, for a number of reasons that I can't really discuss; but I can say that he's still delusional, and possibly quite dangerous."

"Delusional, how?"

"Well for one thing," said Dr. Kafka, narrowing her eyes at Peter, "…he seems to think that you're Spider-Man. And he's said on a number of occasions that he wants to kill Spider-Man."

"Okay, that's… wow," said Peter, not really knowing what else to say. "What do you think I should do?"

"For the moment, nothing," said Dr. Kafka. "Just be on your guard. But if you see Eddie, or he tries to contact you in any way, call the police. Have friends along with you when you go out. Let your family know that Eddie might be dangerous. There's a distinct possibility that he may try to stalk you, with the intent to do you some form of harm."

Peter nodded. "Okay. Thanks. Oh, and, uh, there's one more thing… have they found Cletus Kasady yet?"

Dr. Kafka's eyes widened. "Why do you want to know about him?"

"Oh, um, it's my friend, Gwen. Her dad was one of the cops that Kasady shot at that conference—"

"Ah, I see," said Dr. Kafka. "Well, unfortunately, Mr. Kasady is the one other patient that we haven't been able to track down yet. I'm sorry I can't tell you more."

"Oh. Well, thanks anyway," said Peter. As he was getting up to leave, the doctor stopped him.

"Mr. Parker? Let me ask: can you think of anywhere that Eddie might have gone? Someplace he might go to hide out?"

Peter shrugged his shoulders. "His grandfather's house upstate, maybe?"

"The police have already looked there. I meant somewhere closer—here in the city."

Shaking his head, Peter said, "Sorry, I…" Wait a minute. "I have to go. Thanks for your help, Doc."

He ran out of the room, leaving Dr. Kafka to her files and her thoughts.

Eddie was living in a dorm at ESU, before the suit found him and bonded with him. But back when he was still working with Doc Connors, he spent most of his spare time in the labs! Labs which are
presently shut down while the bigwigs at the university try and sweep Miles Warren under the rug. I wonder if there's even anybody there taking care of the place? Well, it's another longshot, but it's worth a look. I don't have any better leads yet.

A short while later, Spider-Man was swinging over to ESU and landing on the roof of the genetics lab. He crept in through the skylight. The place seemed deserted; there were no lights on inside, and everything was quiet and perfectly still. Peter dropped down to the floor and looked around.

Something wasn't right. The place was ransacked: certain pieces of smaller equipment were missing; some of the supply cabinets had been torn open and had their contents strewn about the floor; and many of the apparatus on the lab-tables had been knocked over, destroyed, or taken. What in the…? The lab's been robbed!

Peter's thoughts were interrupted by the sound of a muffled scream. He ran into the next room, where the live specimens had been kept, back when the lab had still been up and running. Here, he found that most of the cages had long since been emptied and cleaned out, but Miss Whitman's vampire bats were still hanging in their enclosure, sleeping peacefully. And on the floor of this room, struggling and shouting from within a cocoon of matte-black webbing, was Debra Whitman herself. When she saw Spider-Man run into the room, her eyes widened, and she doubled her efforts to make noise and break free, futile though they were.

"Hang on!" said Spidey. "I'm gonna get you out of there, okay? Just promise not to scream when I take the webs off." He tore Miss Whitman free of the sticky strands, and then he pried the web-gag off her mouth.

Naturally, she shrieked at the top of her lungs.

"Gah—I thought I told you not to do that!" snapped Spider-Man.

Debra collected herself and quieted down. "Sorry."

"Nobody listens!" said Spidey. "Now, this may be a stupid question, but can you describe whoever did this to you?"

"Some kind of monster," said Debra with a shiver. "All in black, with this big, toothy mouth and long—"


"A friend of yours?" asked Debra.

"More like my evil doppelganger," said Spidey. He cleared his throat awkwardly and said, "It sure seems like he did a number on your, uh, on your lab, Miss…?"

"Whitman. Debra Whitman. I was the head intern here while the lab was still in operation. Now that it's shut down, I pretty much just care for the lab-animals."

Spider-Man looked around the lab and then said to her, "It would help me out a lot if you could give me a general idea of what Venom took. Then maybe I can figure out what he's up to, and how to find him."

And so Debra and Spider-Man carefully looked over the mess of broken equipment and scattered supplies. Occasionally, Debra would point out some missing piece of lab-equipment or chemical ingredient, which, of course unbeknownst to her, Peter usually noticed as well. Between the two of
them, they were able to compile a short list of the expensive cell-culturing supplies and gene-splicing apparatus which Venom had stolen.

They came to a refrigerated vault with a heavy, steel door recessed into the wall. "Oh, no!" said Debra upon seeing that the door had been wrenched open.

"Uh, what did you keep in there?" asked Spider-Man. In truth, he already knew, but he had to keep up appearances.

"Some of our most sensitive tissue samples!" said Debra. She peeked inside; the place had been emptied. "Cross-species hybrids, artificially synthesized DNA, even some spores of extraterrestrial origin! And he's taken everything… years of work…"

Spider-Man punched a fist into his hand. "Whatever Venom's up to, I have to find him and stop it. I should get going. Do you need any help with anything? Want me to call the police, or give you a lift to the hospital first?"

"N-no, I think I'm fine," said Debra. "Just a little shaken up."

"All righty then," said Spidey. "If I find any of the stolen equipment or samples, I'll see that it gets back to you." Then he shot a web up to the skylight and took off into the air. *What in the world are you up to, Eddie?*
Malefaction

Cletus Kasady was bored. Bored, bored, bored, bored, bored. They'd been hiding out in this miserable, scummy little apartment for days and days now. More than anything, Kasady wanted to get out of here: to have some fun, to see some real action. There was nothing to do here! The apartment's original occupants hadn't offered much in the way of entertainment, at least not for very long. For one thing, they'd been an elderly couple, well into their eighties, all slow and sleepy and easily breakable. Mere minutes with their faces underneath a pillow had been enough for Kasady to dispatch of both of them, and they hadn't even been able to put up any kind of a fight. That was no fun at all.

The other problem was, Kasady would have liked to keep the bodies around for a while—you know, for laughs. And to keep him company, when Eddie was off swinging around, doing his thing. But Eddie wouldn't have it. And it wasn't because the bodies were going to start to stink after a while, or anything stupid like that. Eddie wasn't some squeamish little weakling, not like the rest of the brainless sheeple crawling around out there. No, it was actually kind of the opposite problem. It was because of the source of Eddie's great power—Eddie's other. The black suit. The symbiote. It wouldn't let all that fresh meat sit around and rot, just going to waste. And so, the bodies had gone to satiating its hunger.

Worse yet, the old couple had somehow gotten by without cable or a satellite dish. They only had network stations on their TV. Even the asylum had had cable! And Cletus Kasady, although he was completely, entirely, and in all other ways one-hundred percent bat-shit insane—a fact that he was fully aware of, at least on an intellectual level—even he couldn't stand to watch daytime network TV.

So he spent his time waiting, stewing, pondering, dreaming, fantasizing, and, yes, plotting. He was so terribly jealous of Eddie's power. He wanted that power, so very badly. He had to have it for himself. If the suit would only realize that he would be the better host, maybe he could take it from Eddie! There was just one little problem with that. Eddie said that the suit fed on powerful, negative emotions. And these days, Eddie was just a seething little ball of envy, rage, aggression, and vengeance—all of it directed at his hated nemesis, Spider-Man.

Kasady didn't care about Spider-Man. For that matter, he didn't care about much of anything. He wasn't filled with anger, or anything else really, emotionally speaking. That was why they called him a psychopath. The truth was, he just wanted the next thrill, the next kill—it was the only time he really felt anything at all. And that was why he wanted the suit for himself. If he had it, they would be glorious together. They would wreak such magnificent carn—

Thump. Something heavy landed on the wall outside the apartment building. That would be Eddie and his other now. Or, as they preferred to call themselves now that they were back together again, Venom.

Venom crawled in through the window, carrying a huge web-bag slung across his back, like some grotesque mockery of Santa Claus. He set down the bag and allowed his toothy mask to recede, revealing the face of Eddie Brock, Jr. There was still a certain distant, contented look in Eddie's face that Cletus knew all too well: thanks to his recent reunion with the symbiote, Eddie was high. Probably some kind of constant dopamine rush—at least, that was Cletus's guess. He felt pretty much the same thing, at least for a short while, whenever he killed.

"Did'ja get what you needed, ol' buddy, ol' pal?" asked Cletus. He spoke quickly when he was excited.
"Yeah, yeah, keep your shirt on," said Eddie. Patting the bag of black webbing, he said, "Everything I need oughtta be in here. But first, you gotta promise me. If I give you what's in here, you gotta help me kill my 'bro', Peter."

"Yeah, sure, whatever, man!" said Cletus. His eyes were positively shining with eagerness. "I'll do anything you ask. Just… just give it to me already!"

"Okay," said Eddie. He pointed at the couch and said, "Sit over there; watch Jerry Springer or something. This is still gonna take a while."

Kasady pouted and sat down on the sofa, arms folded. "How long?"

Eddie shrugged. "I'm making a new life-form here. How long do you think it took Dr. Frankenstein?"

With a black-clawed hand, Eddie tore open the web-bag and started fishing through the contents. He took out a large, empty beaker and several pieces of chemistry apparatus and set them on the table. There were a number of canisters of frozen tissue, still frosty on the outside from their tenure in the refrigerated vault. Eddie picked up one of the canisters and gave it a closer look—it was labeled, "Biohazard, Unknown Species, NASA". He shrugged his shoulders and added it to the others.

Before he could really do anything, he still needed the most important thing of all, the main reason that he'd broken into the ESU labs in the first place. Finally, he found it, at the very bottom of the bag: a worn old brown folder that contained some his father and Richard Parker's early notes on Project Venom. This would let him get started.

Tearing off a minuscule piece of the suit—it knew what he was trying to do, and it agreed with Eddie that this was an intriguing project, so it was willing to give of itself—Eddie dropped the wriggling little blob of black ooze into the beaker. The Venom suit was composed of nanocytes—part living cells, part nano-machines in structure—and these nanocytes were capable of reproducing themselves, given sufficient energy and nutrients; but that wouldn't be enough. Eddie had to make a permanent change to the suit's genetic structure, or else it would always be a part of Venom—it would always seek to re-bond with him.

"Kasady," he said. "Come here."

In an instant, Cletus was on his feet and standing next to Eddie. "What do you need?"

"DNA," said Eddie. "Specifically, yours. To treat the nanocytes, so they'll accept you as a host."

"You need my blood?" suggested Cletus. "No problem. I'll bet there are knives in the kitchen—"

Eddie picked up an empty flask. "Or you could just spit in here."

Cletus took the flask, swished, and hocked a champion of a loogie into it.

That was sufficient; Eddie dismissed Cletus again. Now he added a generous dose of splicing-enzymes to the sample torn from his suit, plus a number of other catalytic chemicals. He put Kasady's sample into a small centrifuge—he would have to extract DNA from the saliva, but he didn't need much. And after all this delicate separating and pipetting was done, the DNA having been added to the mixture, it was at long last time to start feeding his new creation. The tissue samples started going into the beaker, one after another. The baby symbiote at the bottom of the beaker consumed them all, little by little; and as it did, it grew, bit by bit.

When Eddie came to the canister containing the spores from Colonel Jameson's shuttle, he didn't
even think twice about it; hell, he didn't even know what they were. He just poured them into the beaker. Once he did, the newborn little symbiote changed color, from matte black to a deep, blood-red…

...I'll be home by midnight at the latest," said Peter. He was sitting on the side of an office-building, clinging to the sheer vertical surface through the backside of his costume, with half his mask peeled up so that he could talk to Aunt May on his cell phone more easily. "Yes, I'm still out looking for Eddie. Just promise me, if he shows up at the house, you won't try to talk to him; you'll get Gwen out of there and go find MJ. And call me as soon as you can."

Aunt May gave her word and wished Pete luck; then they said their goodbyes, and he hung up the phone and pulled his mask all the way on again. He'd been swinging around the neighborhoods which surrounded ESU for some hours now, with no luck at all. There was no sign of Venom whatsoever. Pretty soon, Pete would have to give up the search, at least for tonight.

As he swung by one high-rise apartment building, he felt a familiar little twitch in his spider-sense, more annoyance than danger. Moments later, he spotted a svelte form clad in black leather trimmed with white fur, leaping between two rooftops. Black Cat, thought Peter. I haven't seen her in a while; I wonder what she's up to tonight. He swung a little faster, so that he could overtake her and landed on the rooftop that she was just about to spring to.

Folding his arms and leaning against a wall, he casually said, "Here, kitty, kitty."

Black Cat landed on the rooftop and skidded to a halt, mildly surprised to see him. "Not tonight, Spider. I'm afraid I just don't have time to play."

"Uh-oh," said Pete. "If you don't want me around, that probably means you're up to some shenanigans that a hero-type-person like me would try to prevent."

"What can I say?" said Cat with a wicked grin. "I solemnly swear that I am up to no good."

Spider-Man shook his head in disappointment. "Why, Cat? Is it the thrill, or are you just an incurable kleptomaniac?"

She started counting off on her clawed fingers. "That covers Little Cat A and Little Cat B, but you're forgetting Little Cat C."

"Which would be?"

"I really, really need the money." Here, Black Cat lunged at Peter and swept a long, shapely leg at his ankles. Peter's spider-sense kept him from being swept off his feet, but Black Cat was also pretty strong and fast, and she was already sprinting for the edge of the roof and throwing her grappling hook.

Peter aimed his web-shooters, and… click-click. Nothing. "You've gotta be kidding me!" said Peter. My web-shooters jammed? That's never even happened before!

From the next rooftop over, Black Cat blew a kiss Peter's way and shouted, "Wish me luck, Spider!"

Peter muttered something terribly impolite under his breath and ran after her. Webs or no webs, he wasn't going to let Cat get away with another heist, not while he was around to prevent it. Being forced to leap from rooftop to rooftop slowed him down considerably, but he was still faster than Black Cat; he caught up with her again, and this time, he wasn't about to be taken by surprise—not
even by her fabled bad luck powers.

"Cat, listen to me! You don't have to do this! Whatever it is, maybe I can help!"

"Oh? Can you cough up a hundred G's overnight?"

"A hund—" sputtered Peter. "Holy simoleons, what do you need that kind of money for? You got a sick grandma who needs an operation or something?"

"None of your business," said Cat, taking a few lazy swipes with her claws at Spidey. "I don't want to hurt you, Spider, but I will if you get in my way!"

Spider-Man put his hands up. "Just... calm down and tell me what's going on. I want to help, I really do, but I can't do anything if I'm in the dark about whatever it is you're going through!"

Black Cat lowered her claws, closed her eyes, and sighed. "I wish I could tell you; I really do. But in order to do that, I'd have to tell you who I am." She opened her eyes again and stared intensely at Spidey, as if she were looking right through his mask. "If our positions were reversed, would you be willing to do that?"

"Honestly... no," said Spidey. "But, in fairness, you're a thief; I'm a crime-fighter. Doesn't that kind of automatically make me the trustworthy one here?"

Cat shot Spidey a death-glare.

"Okay, maybe not automatically, but still. Don't you trust me by now, Cat? After all the times we've worked together? Maybe you could just tell me some of what's going on, and leave out the personal details."

"Ugh, all right!" she sighed. "But only because you're so cute when you're trying to be all gentlemanly and heroic like this."

"I get that a lot."

Cat walked over to the side of the building and sat down. "It's my, uh... someone very close to me," she began, "is being blackmailed. Somehow, somebody, we don't know who, found out an embarrassing family secret. My whole career as the Black Cat, the reason I do this... is to pay off the blackmailer. And not long ago, the bastard doubled his demands, from fifty thousand dollars a month, to a hundred thousand."

Peter let out a low whistle. "Are you telling me that you've been able to make fifty grand a month, as a cat burglar?"

"Yeah," said Cat, "but just barely. I mostly go after rare artifacts or works of art from the private collections of some very disgustingly rich people. Then I sell them on the black market, so that they'll eventually wind up back in those same collections. That way, I'll never run out of easy targets and a steady stream of revenue."

"And doesn't the ethics of this bother you, at least a little?" asked Peter, plopping himself down next to Cat on the side of the building.

"Of course it does!" said Cat. "But I don't really have a choice. This is all I know."

"Ah. And that would be a part of the whole 'family business' thing again. Like your father giving you cat-burglar advice."
"Actually, that would be the embarrassing family secret in question," admitted Black Cat. "At least, that was the case at first. Now it's only gotten worse."

"Don't you see, Cat?" said Spidey, taking both her hands. "As long as you keep giving in to the blackmailers' demands, it's never gonna end. Let me help!"

Cat looked away from Spidey, thinking, trying to decide whether to trust. "All right," she said at last, "but I can't be connected to this. My… beneficiary doesn't know where the money comes from, or that I'm the one donating the funds. And if the blackmailers ever found out, it would make things a whole lot worse."

"Okay, I get that. What do you want me to do?"

Black Cat recited the address of a Manhattan apartment building and said, "Go there tomorrow at eight PM. You'll find a woman on the balcony outside the penthouse there, having a drink. She does that every night at the same time. Offer to help her catch the blackmailers. She'll say no; I know her, she'll be too afraid of making things worse. But it's getting desperate. If you're persistent, she'll give in."

"I think I can do that," said Spider-Man. They both stood up and prepared to go their separate ways.

"And please, don't mention me," said Black Cat. "She doesn't know that I'm connected to this at all, and I'd like to keep it that way."

Spidey nodded. "All right," he said gently. "It'll get better once we catch these guys; you'll see."

Black Cat then walked up to Spidey, swaying her hips suggestively as she sidled up to him. "I guess this leaves us with some free-time tonight. Care to spend it with me?"

"Uh… not tonight, Cat. I'm actually looking for someone right now, and it's… well, it's complicated."

"Oh," she said, her demeanor suddenly icing over. "Yeah, sure, I get it. You can help out the damsel in distress, but when the tables are turned and you've got problems, I'm chopped kitty-liver."

Peter growled in frustration and said, "Okay, it's like this. I'm hunting for Venom, do you know who that is?"

"Scary monster-guy in black, has powers pretty much just like yours?"

"Yeah, well, like I said, it's really way more complicated than that. The guy's dangerous—psycho—and he knows my secret identity. I'm not sure I want to get you involved in all of this."

Cat smiled and put her arms around Spidey's neck. "Don't you trust me, Spider? After all the good times we've had together?"

"We've already covered this: no, not really, not yet." Spider-Man was starting to get a little hot under the collar again, like he always did when Cat was in seduction mode. "I'm not sure that I want to take our… our friendship that far yet."

"Only… friendship?" She leaned her head in close to his and reached up to the hem of his mask.

"Okay, gotta go!" said Peter, ducking out of her arms and rushing over to the edge of the building. "I'll see you around, Cat. And I will help with the blackmail thing, so don't steal anything tonight!"

He jumped over the side of the building, sprang off of a flagpole as if it were a diving-board, and
vanished from sight into an alley between two sky-scrapers.

Frustrated, Black Cat kicked at the concrete ledge she'd just been sitting on, hard enough to turn a chunk of it into powder and pebbles. He always runs away, just when things are getting interesting. Do I have bad breath or something? She breathed into her gloved hand and sniffed at it. No, that wasn't it. What's your deal, Spider?

That evening, Wilson Fisk sat in his office at Fisk Tower, examining the blueprints that Spencer Smythe had sent over. So far, what he'd seen of Spencer's prototype "Spider-Slayer" robot was promising indeed. The Kingpin was gratified to know that he'd made the right decision in hiring Smythe for this task. The man was a certified genius; and fortunately for the Kingpin, he also lacked the ambition required to leverage that genius into something worthwhile on his own. That made Smythe the ideal tool for someone like Fisk, whose greatest talent was, quite simply, getting others to do what he wanted, no matter what.

And then, something crashed through his office window—something which had just flown in from outside. No, thought Fisk, not yet! He hadn't had sufficient time to prepare for this attack, to ready his defenses and position the pieces needed to finish his opponent off for good. If he takes me out now, the Green Goblin will have won! As the armored figure on the glider circled over Fisk's head and laughed menacingly, Fisk reached for his walking stick, which at least had some sophisticated weaponry built into it; and he punched the button under his desk to trigger a silent alarm. Hammerhead would be here in seconds, and less than two minutes after that, the whole office would be swarming with heavily armed guards… but would that be fast enough?

The two guards already in the office aimed their SMGs, but the goblin on the glider was too fast; he tossed down a pumpkin-bomb, which exploded in a poof of sleeping-gas. The guards were knocked out quickly and quietly.

Then the concealed side-door opened and Hammerhead came running in, revolver in hand. He saw the goblin and said, "Hey, what the hell is this?"

"That's what I'd like to know!" growled Fisk. Because now, the grinning goblin had come to a halt; he was hovering in the middle of the room, facing the Kingpin. And it was apparent from the orange mask and blue armor that this was not the Green Goblin. Fisk stared at this new menace and demanded, "Who are you and what do you want?"

"You may call me… Hobgoblin," he replied. Then he laughed: a long, deep, spine-chillingly insane laugh. "And you… you're the Kingpin. No!—don't try to deny it, I've been watching you—all of you—for some time now. Bravo, Mr. Fisk—you've got the world fooled and eating out of your hand! Mehehe-hooohoo-hahahah!"

"I'll only ask this again once," said Fisk darkly. "What do you want, you… bizarre creature?"

"That… is a very good question," said Hobgoblin. He rested a finger against his cheek and suddenly seemed to grow thoughtful. "Where did I come from? Who am I? And why do I wear this?" As he spoke, he gripped the cheeks of his orange mask and pulled, stretching his gobliny face into a comically wide grin before allowing the rubber to snap back into place. "All in good time. For now, let's just say that I want to get back at the man who used me, who made me what I am today."

"And who would that be?" asked Fisk, now mildly intrigued.

"Why, the Green Goblin, of course!" said Hobgoblin. Then he sang, in a taunting voice, "I know
who he really is…"

It was then that Fisk's guards finally came pouring into the room, all of them wearing helmets and flak-jackets, and carrying heavy assault-rifles. All of these small arms were trained on Hobgoblin at once, and Hammerhead said with a satisfied grin, "Just give the order, boss, and this mook gets plugged."

"Ah, but now we come to it, at last," said Fisk. He leaned back in his enormous chair and said, "Another lesson for you, Hammerhead. Most men are ultimately businessmen at heart, and everyone has their price. Hobgoblin: name yours. I want a name; what do you want in exchange?"

Hobgoblin laughed again and rose up on his glider, spinning around slowly so that he could take in the whole office. "Why… this! I want to be a part of all this! Allow me to join your organization, and I'll gladly give you the Green Goblin's secret identity."

The Kingpin scoffed. "That's it? With all your power, you would stoop to mere… servitude?"

"Oh, I think we both serve the same master," replied Hobgoblin. "Riches, wealth, lucre, dinero—disgusting, exorbitant profit! Mwhahahahahahahahah…"

"Ah," said Fisk as the goblin chuckled. "In that case… I believe I do understand you. And a deal can be struck."

"Excellent!" said Hobgoblin, descending so that his glider was now only inches above the floor. He looked Fisk in the eye and said, "The Green Goblin… is, and has always been, Norman Osborn."

Fisk frowned. "Impossible!" he said, slamming an angry fist down onto his desk. "I saw them together, with my own eyes!"

"Mm-mm," said Hobgoblin, shaking his head and wagging one finger at Fisk. "The night of the party, that Green Goblin was a clever impostor—namely, me! Osborn used me to fool the world… and so I'm going to bring his world down around his head!"

"I trust you have some proof?" asked Fisk.

Hobgoblin pointed at his glider, his armor, and his weapons. "Isn't the fact that I'm using all this Oscorp technology proof enough?"

"Tech that Osborn claimed had been stolen," said Fisk. "This could still be an elaborate ruse. Fisk Enterprises does a lot of business with Oscorp Industries. I can't just move against Osborn without being certain."

"Well then," said Hobgoblin with another insane laugh, "maybe I'll just have to take matters into my own hands." Here, he pulled one of his pumpkin-grenades out of his satchel and switched it on.

Fisk's eyes widened. "KILL HIM!" he shouted to his guards, diving away from his desk.

The guards opened fire, while the Hobgoblin dodged bullets in the air and cackled madly. He threw the pumpkin bomb, which exploded and screamed—aaah!—blowing the Kingpin's desk to smithereens. Then Hobgoblin flew for the window and made his exit, all the while avoiding the spray of hot lead from the guards.

Hammerhead rushed over to Fisk and helped him to rise. "Are you okay, boss?"

The Kingpin's fine suit was smudged up and a little torn, but the man himself was otherwise
unharmed. "This is getting out of hand, Hammerhead. We're going to have to move up our timetable. I want Chameleon here, as soon as possible, do you understand me? The minute he's back in the country!"

"Yeah, sure thing, boss," said Hammerhead. He took a handkerchief out of his breast pocket and wiped some of the soot and ash off of the Kingpin. "It shouldn't be more than a couple of days now."

"I'm sick of these madmen interfering in my business," Fisk growled. He straightened his necktie and then snapped his fingers. "Which reminds me: take a memo. I want Miss Natchios put on the Daredevil matter."

Hammerhead took out a little notepad and pen and wrote that down. "I'll take care of it, boss." He chuckled and added, "No more Daredevil anymore, I guess."

"As it should be," said Fisk. Everything was falling into place now. Very soon, all of Fisk's enemies would be toppled off the board, and then there would be nobody left to stand in his way. "Oh, and Hammerhead," here his voice shrank to an embarrassed whisper, "go online and... order me a new desk."
The next day at Midtown High, all was not well among the junior grade's social elite. Three of the school's top football players—Flash Thompson, Hobie Brown, and Rand Robertson—and the cheerleaders, Liz Allan and Sally Avril—were front-row witnesses to a spectacular blow-up between two of their own, Kenny "King Kong" McFarlane and Gloria Grant. Those two had been a couple for more than a year now; but, given the verbal ferocity with which Glory was laying into Kong, it looked as if that run were now coming to an abrupt end.

Mere minutes ago, a pair of freshmen in the chess club had attempted to set up a board at one of the outdoor tables, thinking to spend their lunch break playing a game. Kong had rewarded this attempt by squirting ketchup and mustard all over their chess board and giving them both wedgies. Yet, strangely enough, when he turned around to receive the proper accolades from his friends, they were all silent and staring. Flash, typically the one to egg on Kong the loudest, actually looked sorry for the freshmen. Hobie and Rand had always been sort of ambivalent toward the bullying, tolerant of it but never participating themselves. Liz Allan and Glory Grant had only ever expressed a certain silent disapproval.

But now Glory was silent no longer. She got up, anger evident on her face, and proceeded to tell Kong off—and to break up with him.

Now, there was one other interesting side-effect borne of Flash's recent disinterest in bullying: instead of being exiled to the bleachers on the far side of the yard, Peter and his friends had found themselves suddenly able to sit at the picnic tables without being constantly harassed. And so he, and MJ, and Gwen, and Harry were also all present to witness the historic altercation.

Glory stormed off. Liz and Sally very quickly got up to go join her. Heated discussion would doubtless soon follow in the ladies' room.

But out in the yard, while the two freshmen scurried away to clean off their chess set, Kong threw up his hands and looked at Flash like a man betrayed. "Can you believe her? I was just having a little fun, and she, like, flips out on me!"

"I'm sorry, man," said Flash.

Kong waited. "...And?"

"And what?"

Now Kenny was actually kind of confused. "And, as my friend, it's your solemn duty to give me all kinds of crap about what just happened. Flash, are you feeling okay? You sick or something?" He reached over to feel Flash's forehead, but Flash batted his hand away.

"I'm fine, I'm just not in the mood, okay?" said Flash sourly.

Kenny clasped his hands together and said, "Aw, is it Eugene's time of the month?"

Rand leaned over to Hobie and said, "Okay, that one was actually pretty funny."

A small smile found its way onto Flash's face; clearly, on some level, he agreed. But he didn't take the bait. "I'm just... sorry about Glory. I know how you feel about her."

Kenny shrugged his shoulders. "Whatever." Clearly, he didn't want to talk about it any further.
Over at the next table, Gwen slowly rose to her feet. Peter, Harry, and MJ watched in rapt fascination as she crossed the distance between them and the football jocks. "No, not just 'whatever,'" said Gwen to Kong. "You just got your lard-butt dumped because you were picking on those two kids. Like you're always doing." She poked him in the chest and said, "Think you maybe oughtta fix that?"

"I was just joking around!" said Kong. "Parker, Osborn, back me up here. You know it's all just fun, right?"

"Uh… maybe for you," said Harry. "Not for us."

Kenny's face screwed up in a mix of confusion and deep thought. Seeing that, Peter got up and stood by Gwen. "Seriously? Is this, like, a revelation for you?" He looked at all of the jocks and asked, "Are you guys so used to treating each other like crap that you don't notice when it's making other people miserable?"

"Parker has a point," said Hobie. "You guys lay it on pretty thick sometimes."

"All right, fine," said Kong, trying his best to sound indifferent. "Whatever, I'll back it off. But it's for Glory, not 'cuz Parker here thinks he's suddenly grown a backbone."

Gwen shot Kenny a crazy, wide-eyed look and pointed two fingers first at her own eyes, and then at him, in the universal "I'm watching you" gesture. Kenny actually seemed to shrink a little bit in his seat.

"Uh… anyway," said Flash, abruptly changing the subject, "the 'rents are out of town until tomorrow, which means that my house is party central tonight. Everyone's invited—I'll supply the tunes, but it's BYOB."

"Everyone?" echoed Kenny, looking mainly at Peter.

"Everyone," affirmed Flash, looking mainly at Gwen.

"Well then, we're definitely there," said Harry. "Right, MJ?"

"Sounds like just what the doctor ordered," agreed Mary Jane. "I could use a nice, loud party to take my mind off things. Peter…?"

"I… can't," said Pete. "I've got a thing tonight. It's, uh, you know… that thing."

"Uh, right… that," said MJ. She didn't know exactly what Peter was referring to, but she understood that whatever it was, it probably involved web-slinging. "Sorry I won't see you there."

"Real smooth," Gwen whispered to Peter, throwing an arm around his shoulders and punching him lightly in the ribs.

"You oughtta be careful, Pete," said Harry. "If you keep flaking out on us, people are gonna start thinking MJ is single. Someone else might just swoop in and make a move."

An awkward silence fell over MJ and Peter both. Gwen matched Harry's wisecracking tone and said, "Aw, come on. Ain't nobody dumb enough to come between the Watson-Parkers; they wouldn't know what him 'em."

"And you, Gwen?" asked Flash. "Think you can make it?"
"I might have to scratch that high tea with the Queen of England off my schedule, but, yeah, I think I can," she quipped.

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That evening, while the girls headed off to the Thompsons' house around the block, Peter put on his costume and webbed his way over to Lower Manhattan. It only took him a few minutes to find the building that Black Cat had described to him, and sure enough, at eight o'clock sharp, a woman emerged onto the balcony, a tumbler of something stiff in hand. Peter was a little surprised to learn the identity of the blackmail victim: it was Anastasia Hardy.

Well, thought Peter, no sense in waiting around. He leapt down onto the balcony and said, "Mrs. Hardy? A… mutual friend sent me to help."

To her credit, Mrs. Hardy didn't scream or freak out at all. In fact, the jaded woman barely reacted to the sudden appearance of a masked vigilante on her penthouse balcony. "Spider-Man," she said. Then she put the tumbler to her lips, drained every last drop of whiskey from in it one swift gulp, and said, "I think I'm going to need another drink."

"Uh, before you do that, do you think you could explain what's going on?" asked Peter. "I know that you're being blackmailed by someone. I want to help you find out who it is."

Mrs. Hardy opened the balcony door and said, "I don't want your help. I don't even want to be seen with the likes of you. The men who are doing this—" By now, she'd gone back inside and was pouring herself another drink; Peter followed her in. "—they won't just give up. They'll just keep asking for more and more money, until I have nothing left." She downed that one and poured another round.

"Please," said Spider-Man, "I can be very discreet. Just… tell me when you're supposed to drop off the next payment. I'll follow whoever picks it up, and then maybe I can put an end to all this!"

"And what's in it for you?" asked Mrs. Hardy. "What's your stake in my problems?"

That was the moment that Mrs. Hardy's daughter, Felicia, chose to interrupt them. She appeared in Mrs. Hardy's study, coming in through the parlor door, and reacted with surprise. "Mother, I'm going to… oh! Spider-Man! What on earth are you doing here?!

"Um… relax, Miss. I'm just… asking your mother a couple of questions." Like you don't know, thought Peter. Here, now, under these circumstances, there was no mistaking the resemblance that Felicia Hardy bore to Black Cat. In that moment, he became quite certain that they were one and the same. She doesn't need acting lessons, that's for sure. But she must have known that I'd recognize her right away… so is this Black Cat trying to tell me that she trusts me? That she's ready for me to know who she really is?

Anastasia Hardy had become flushed, although Peter couldn't tell whether it was from the alcohol or the embarrassment of her situation. "Please, leave us alone, Felicia. This is a private matter."

"Well, all right, Mother." She flashed Spidey a coy grin and said sweetly, "Spider-Man, it's a pleasure to meet you."

"Likewise, Miss Hardy."

Felicia turned and strutted away, swaying her hips suggestively. That tears it, thought Pete. Only Black Cat would walk away from me like that.
With a nervous cough, Peter turned back to the matter at hand. "Like I said before, we have a mutual friend who's aware of the situation. They asked me to help. So here I am."

"But I haven't told anyone about this. Not a soul." Mrs. Hardy put down her glass and gripped the sides of the table unsteadily. "Can you tell me anything about this 'friend' of ours?"

"Not really," said Spider-Man. "Believe me, it's for the best."

Mrs. Hardy nodded. "All right. I'm supposed to make the drop, in person, at ten o'clock tonight—at Grand Central Station."

"I'll be there," said Spider-Man. "You won't see me, but I'll be watching. I promise you, I'll find out who these guys are."

Mrs. Hardy poured herself another drink. "I hope so. Because if you don't, and they find out you're helping me, they'll just put the screws on even tighter."

There was nothing more to say after that. Peter nodded, went back out to the balcony, leapt off and swung away.

Two hours later, Peter was clinging to the ceiling within Manhattan's Grand Central Terminal, hiding in a shadowy corner while he waited and watched. On cue, Anastasia Hardy appeared, carrying a black briefcase. She was wearing dark glasses, a hat, and a trench coat to conceal her appearance, and because of that, Peter didn't actually spot her until she was already walking towards a set of rental lockers. That was the appointed place for the drop-off; and, sure enough, Mrs. Hardy opened one of the lockers, put the briefcase in it, and then left.

About fifteen minutes later, another woman, similarly disguised, emerged from the crowd and marched straight over to the locker. She opened it with a key, retrieved the briefcase, and started to make her way toward the front entrance. Peter kept to the shadows on the ceiling and followed her, praying that nobody down on the floor would spot him. All the while keeping his target in view, he swiftly and silently crept outside, where the woman climbed into the driver's seat of a black limousine. *I know that car,* thought Peter. *It's Hammerhead's. That woman must be his chauffeur. Does that mean Hammerhead is behind this, or is he still working for somebody else these days?*

The limo pulled away, and Spider-Man web-slung after it. He stayed high up to avoid being spotted while he tailed his mark. A few minutes later, the car pulled up to the curb in front of Fisk Tower, and Hammerhead himself emerged from the back seat, carrying the black briefcase. While the car pulled away, Hammerhead adjusted his necktie and then went inside. *Fisk Tower,* thought Peter, clinging to the side of a building across the street. *So he's still with the Kingpin, even after he spilled his guts to the Green Goblin and everybody. Does that mean that Fisk himself is behind the extortion, or…?* Peter's thoughts were interrupted by the ringing of his cell phone. He usually kept his personal effects in his backpack or a web-bag, easily stashed away and then recovered later if he happened to get into a fight; but tonight had been thankfully quiet. The number indicated that Mary Jane was calling him, so he answered right away. "MJ?"

"Peter! Oh, thank God!" said MJ. In the background, there were lots of teenage voices, some of them screaming in terror. "Peter, it's Eddie! He's—" And then the line went dead.

"MARY JANE!" shouted Peter into the phone, but no answer came. All thoughts of blackmail, the Kingpin, and the Hardys were instantly forgotten. His mind a blur, he was now web-slinging home.
as fast as his arms could carry him. *Hang on, Mary Jane! I won't let Venom hurt you!*

• • •

Earlier that evening, the party had been in full swing at Flash Thompson's house. As expected, there was loud music, cheap beer, and the obligatory drunk kids necking in the closet once they'd had a few too many. Mary Jane and Gwen arrived together, but MJ broke away from Gwen almost immediately. She threw herself into mingling with the crowds, chatting, laughing, and especially dancing. When Harry Osborn arrived, he found himself drawn like a magnet to wherever Mary Jane was hanging out. Because of that, he, much like MJ, wound up spending most of the night wildly gyrating and flailing to Flash's selection of party music.

Gwen wasn't much in the mood for dancing, or for laughing. She just sort of slipped into "wall-flower" mode, sitting by herself in a shady corner of Flash's living room. At one point, some drunk guy she didn't know came stumbling up to her. He slurred, "Hey, gorgeous, why's don'tchoo and me go somewheres private…"

Gwen shot him her patented *look* and said, "Scram."

He did.

Some time later, Flash himself appeared and plopped down into the easy-char next to the one Gwen was sitting in. "Hey, pretty lady," he said.

Gwen smiled but didn't say anything. Clearly Flash had already gotten a bit of liquid courage into him.

"You having fun?" he asked. "Sitting all by yourself over here?"

"What I can say?" answered Gwen. "I was enjoying the company."

Flash leaned forward in the chair and looked at Gwen—really *looked* at her, like he was sizing her up. "You know, you're not as scary as you put on."

"Really? I'm gonna have to work on that."

"…You've got most people fooled," Flash continued. "You've got Kong pissin' his pants when you're around. But not me. I think you want friends… but you push people away on purpose."

"Thank you, Dr. Phil," said Gwen. "S'matter of fact, I already got friends. Very good friends." She tilted her head over at Harry and MJ, who were now dancing inside a ring of other kids who cheered them on. Harry had a red plastic cup in hand; he was trying to drink something while dancing at the same time. He stumbled a little bit, and MJ let out a "whoop" and caught him. Pretty soon, they were both tangled together on the floor, red-faced and laughing.

"Yeah," said Flash, looking at the silly pair kind of wistfully, "yeah, they are."

They were interrupted by Kong, who appeared suddenly with a huge grin plastered on his face. "Hey, Flash, man! Check it out! You're never gonna guess who just showed up!"

Flash didn't bother trying. "Who?"

Kong pointed to the front door, where a college-aged young man in jeans and a black leather jacket stood. There was no mistaking the spiky blond hair, gray eyes, and customary two days' stubble. "It's Eddie Brock," said Kong. "I thought the dude was in the nuthouse or something, but I guess he's out.
Hey, do you think he brought some more beer?"

Flash meant to lean over to Gwen and explain that Eddie used to do what she did now—keep guys like him from picking on Peter. But she was already gone. As soon as she'd heard the name "Eddie Brock", her eyes had gone wide and she'd sat up straight as a ramrod. Now she was running over to MJ to warn her. Shit, what do we do, what do we do? Sneak outta here? Stay and fight?

"Hey Osborn," said Gwen, tapping Harry on the shoulder, "mind if I cut it?" Then she took ahold of MJ's arm.

Harry, already three sheets and going on four, looked from Gwen to MJ and said, "You two, dancing together? Be my guest!" He backed out in gentlemanly fashion, sharing an eager look with many of the other guys in the ring of spectators.

But Gwen just leaned in close to MJ and whispered, "Look at the front door. Eddie's here."

MJ gasped. She turned and looked, and sure enough, there was Eddie Brock, chatting with Flash Thompson.

"Brock, man, I haven't seen you in ages!" Flash was saying. "How ya doing?"

"Fine, fine," said Eddie, not really paying Flash much attention. "Listen, is Parker here?"

"Parker? Nah, I don't think so. But, hey, get yourself a drink and feel free to…” Flash's voice trailed off when Eddie just walked away from him, mid-conversation. Brock's eyes were now fixed on MJ and Gwen, and he was walking straight towards them.

"Come on," said MJ, pulling Gwen by the arm. They slipped away from the crowd together and went for the kitchen.

Out in the living room, meanwhile, a hideous transformation came over Eddie. Right there in front of everybody, he allowed the suit to emerge from within him, covering himself from head to toe in rubbery black. A toothy maw with a long, writhing tongue rose up over and around his head like a hood before it closed down over his face to form Venom's mask. He let out a feral roar and smashed a fist into Flash's living room table, shattering it into debris.

All around, teenagers stared, open-mouthed. "Whoa…” uttered a few stunned onlookers. The music continued to pulse and pound, but nobody in the room moved a muscle. The monstrous form of Venom slowly scanned the crowd, looking for familiar faces, drool dripping from that hideous tongue.

Seconds later, a blood-red figure crashed in through the living-room window. This creature was scrawnier than Venom but equally grotesque, with little wriggling red tentacles sprouting out all over its body. The suit it wore was dark red marbled with swirling streaks of black that flowed like ink poured onto the surface of a denser liquid. Venom's partner laughed—a nutty, high-pitched chortle coming out of a jagged-toothed jack-o-lantern mouth—and held up one red-clawed hand. The claws on his fingertips lengthened by a foot each, and he swiped at the Thompsons' television, cutting it into four neat pieces. His mad giggle never ceased.

That was enough to make the point that these two creatures, whatever they were, meant business. All of the partying teens started screaming, running in random directions, pushing and bowling each other out of the way in order to make their escape. It was utter bedlam.

Flash came up behind Eddie, too angry and surprised to be afraid. "Hey, what the hell, man? You can't just come in here and—"
Brock casually swung a fist and clocked Flash on the head, which knocked him out cold and sent him flying across the room. He wouldn't be getting up any time soon.

Once the last of the teenagers had finally scrambled out of the house, screaming and fleeing for their lives, the red-suited figure allowed his mask to recede, revealing the face of Cletus Kasady. He looked at his clawed hands, reveling in these new feelings of power and freedom. "This is incredible," he said. "Everything I'd hoped for and more!" Four days in the sewers, crawling around through muck and filth, following Eddie as he came inexorably closer to finding his lost other… it had all been totally worth it. And this was just the rush that Kasady was getting from scaring off a roomful of kids! He was savoring this moment, because he knew, once the killing started, he would never want to let it stop. He would become a force of serial murder incarnate, the living embodiment of carnage. Which, incidentally, had a really nice ring to it. "I… am… Carnage!" he exclaimed. His mask appeared and covered his face again, and his voice devolved into another creepy giggle.

"We're pleased that you've found your true name," said Venom with a hint of sarcasm. "Now… follow the leader." With a mighty leap, he sprang clear across the room and burst through the kitchen door.

In the Thompsons' kitchen, Gwen and MJ had been frantically trying to figure out what to do. "Do you have your costume?" asked Gwen. "Your web-shooters?"

MJ shook her head and pulled her cell phone out of her handbag. "No! They're both at home!" she said. "I'm calling Peter!"

"Then I'd better warn Aunt May," said Gwen, pulling out her own phone.

Peter thankfully answered at once. "MJ?"

"Peter! Oh, thank God!" said MJ. "Peter, it's Eddie! He's here, and he's attacking—"

That was when Venom burst in through the kitchen door. Gwen screamed and dropped her phone, while MJ found hers suddenly snatched out of her grasp by a strand of black webbing. "Ah-ah," said Eddie, who snapped the web-line hard enough to break MJ's phone against the wall. "We don't want Peter coming for you until we're good and ready!"

"Gwen, run!" shouted MJ, putting up her fists. "I've got this!"

Gwen nodded and fled through the back door, out into the Thompsons' back yard. She would only have to vault a few fences to get to the Parker house and tell Aunt May what was going on. That should be easy enough, provided Mary Jane could keep Venom at bay for a little while.

Venom laughed a little bit and let his mask recede, revealing Eddie's face. "I don't want to hurt you, MJ," he said. "It's not your fault that Peter's the way he is—the selfish little prick, always messing things up, ruining people's lives, while he comes out of it smelling like a rose. Looking like a hero, even."

"I don't know what you're talking about," spat MJ.

"Hey, come on," said Eddie, putting up his hands. "We've known each other since we were little kids. I'd never hurt you, MJ… I just need a hostage that Peter cares about!" He suddenly fired two funnels of organic black webbing from the spinneret-glands that the suit had put on the backs of his hands. He was flabbergasted when Mary Jane leapt out of the way… and stuck to the ceiling.

"Well, well," said Eddie. "That's new."
"Yeah, I'm a whole new me," said MJ, flipping down and aiming a kick for Eddie's head. He dodged and punched, catching MJ in the midsection and sending her flying. Mary Jane crashed into the wall but righted herself immediately, barely even hurt.

Eddie let out a roar and ran at Mary Jane; she met him head-on. They each swung a fist and caught the other's hand, and now the two of them stood in the middle of Flash Thompson's kitchen, grappling each other by the hands and pushing with all of their might. Eddie's bulky muscles bulged through the black suit; MJ was likewise straining and starting to sweat, and her heels dug through the tiles on the kitchen floor. But neither one gave an inch; in terms of raw physical might, they seemed to be an even match.

"Tell me," said Eddie between gasps, "why are you taking Peter's side? If you've got powers now… he's clearly done something to screw up your life."

"Are you seriously asking me…" said MJ, likewise breathing heavily as she struggled, "why I'd take my boyfriend's side over the guy who wants to kill him?"

"Uh-huh," said Eddie. "So little Peter finally manned up. Now maybe I do wanna hurt you a little bit."

"You first," said MJ, letting go of Eddie and allowing herself to fall to the floor. She landed with her hands on the floor and kicked upward, just as Eddie lost his balance and pitched forward. Her foot connected solidly with his jaw, and Eddie howled in pain. He was staggered, but only for a moment. Then he was swinging his fists again, while MJ rolled and dodged. She threw a few simple punches and kicks of her own, driving Eddie back towards the living-room.

She didn't have her webs on her at the moment, which gave Eddie the advantage at a distance, but in a hand-to-hand situation she was a match for his strength and noticeably more agile. If she kept him close while they mêléed their way through Flash's increasingly demolished house, she just might win this thing.

Eddie suddenly reached out and grabbed MJ by both arms, lifting her up bodily. (His size was an advantage she hadn't reckoned on.) He spun around and slammed her into a case filled with Flash's sports trophies. Glass shattered all around her; MJ was certain that she'd been cut in several places. Eddie stalked closer, and his grotesque mask appeared over his face again. "We need you in one piece, for when our 'brother' gets here."

MJ was a little dazed, but she fought to regain her feet. "I won't… won't let you use me against Peter," she said. Her forearms were covered with blood from several little cuts. But she ignored it and put her fists up again.

And then, from outside, they both heard Gwen scream.

Eddie chuckled. "I guess your little blonde friend just met Carnage. I hope you two weren't close."

MJ shouted a wordless cry of anger and dove at Eddie. Her body-tackle crashed the both of them into the Thompsons' stereo set, finally silencing the party-music. Now they were once again wrestling, punching and kicking, and generally making a shambles of the house around them.
Moments earlier…

Gwen ran out into the Thompsons' backyard. She went for the fence: it would be faster to climb over and cut through the other yards, and she had to let Aunt May know that Eddie Brock was in the neighborhood. Peter had made that very clear: the guy was dangerous, and he wasn't to be trusted. She reached the fence and jumped up, just barely catching the top of it. One foot found purchase on a knot on the wood; the other was still scrabbling for a foothold. She just need a little bit more of a boost…

And then something grabbed her by the ankle. Gwen gasped and looked down. It was a thick strand of blood-red spider-webbing. It pulled; she came flying off the fence. She struck the grass face-down, and it was enough of a blow to knock the wind out of her. Stunned, she barely registered the fact that she was being pulled across the lawn, slowly, leisurely, a little bit at a time, until at last something very strong picked her up by the ankle and dangled her upside-down.

Gwen blinked and shook her head. When she came to, she saw a monster—a creature in a suit that seemed to be made of red ooze with tendrils of black flowing through it. Its mouth—a wide, hideous grin, more unnatural than anything the Green Goblin had ever been able to conjure up—was open, because this thing was laughing at her. With its free hand, it pointed two fingers at Gwen, spinning red webs all over her.

"It's funny," said Carnage. "This suit… has some of Spider-Man's DNA in it. I don't care about Spider-Man, not like Venom does. But I'm really happy that I get to play with his toys! It's been a long time since I've gotten to tie up one of my playmates like this, hehehehe!"

"Who… who are you?" Gwen stammered.

"It wants to talk," said Carnage. "Should I web up her mouth too? No; then I won't get to hear the screams…" His free hand now once again became an enormous claw, and he slowly ran one sharp point along Gwen's neck—not enough to draw blood, not yet; just enough to intimidate her.

"I'm serious!" shouted Gwen. "Who the hell are you? What do you want with me?!

"Oh, you can call me Carnage," replied the monster. "And as for what I want, well… I'm just looking for a little fun." Here, he let the mask recede, showing his face—so that he could look this frightened little girl in the eye and enjoy her terror before the fun really began.

But Gwen's reaction was altogether unexpected. Instead of the abject fear that he was hoping for, he got something else—stone-faced hatred. The very instant that Gwen looked him in the eyes, she recognized him—this was the face that she'd seen on all the newscasts, the face that haunted her nightmares and still occupied that small corner of her mind that simmered, day in and day out, with a slow and steady anger that hungered for righteous vengeance. And here, now, seeing the face of Cletus Kasady—being helpless in his power, dangling like a piece of bait on a hook, waiting to be his next murder victim—that made Gwen's rage boil over. She started to struggle against her bonds, to kick and fight from within the net of red webbing. She spat curses that would make a sailor blush. Most importantly, she felt—wrath, hate, and the all-consuming need to take revenge.

Cletus Kasady laughed in her face. He could see that Gwen was fighting not to let her emotions show. But her poker-face was starting to crack: her lip quivered, and her eyes were filled with such pure malice. Kasady realized that this girl had a personal grudge with him, something that went way
beyond mere survival instinct. "You *recognize* me," he said. "You *hate* me. What's the matter, little
girl? Did I kill somebody you knew?"

"Yeah," said Gwen. She spat at Kasady's feet and said, "You killed my dad. He was a cop."

"That doesn't really narrow it down," said Kasady matter-of-factly. "I've killed lots of cops. You
might just be my first cop's daughter, though." He reached a red hand over to Gwen's neck... *Oh,
yes, I'm going to enjoy this...*

The suit made contact with Gwen's skin. And in that moment, it felt itself in contact with two very
different people. Different genetics, different histories, different minds. On the one hand, here was
Cletus Kasady. The suit shared some DNA with Kasady, just as it had some from its past masters—
from Eddie Brock, from Peter Parker, and from its original baseline genetic stock, Richard Parker.
Mentally speaking, Kasady was a stone-cold killer in every sense: a psychopath, always straining to
feel something, but ultimately unable; at his core, he was utterly devoid of emotion. And then there
was this new person: the genetics were novel and different, but there was nothing terribly interesting
about that. The mind, though—the mind of this girl was full of abhorrence, aggression, and
*rage*. And despite everything that Eddie Brock had done to this new symbiote to make it different from his
own, it was still a symbiote.

It was still a creature that fed on dark emotions.

Kasady only meant to wrap a hand around Gwen's neck and slowly choke the life out of her—to
enjoy himself while the breath disappeared from her lungs and the light in her eyes slowly dwindled
away to nothing. But instead, the red ooze started flowing along his arm, away from Cletus Kasady
and onto Gwen Stacy. It felt what she felt, and it hungered for more. Her anger was its sweetness, its
sustenance, its everything.

"No..." said Kasady, suddenly very frightened and confused. "You're... you're leaving me? But
why? Think of everything we can do together!"

Gwen was now terrified too. The red ooze, like something out of a monster movie, was flowing over
her, swallowing her whole. *It's... it's eating me... cold, like ice, all over my skin... eating me! So
cold...* There was sudden pain, as the suit covered her, its tendrils flowing into every opening in her
body, every pore in her skin, down her throat, up her nose... was she drowning? Gwen screamed as
loudly as she was able.

And then all was quiet.

Kasady sat on the lawn, naked as a newborn and completely baffled.

Then Gwen Stacy stood up, the red suit painted against every inch of her skin, like liquid rubber. She
ran clawed hands down the curves of her body and said, "Mmm... yes. We like this. We like this
*very* much."

Kasady stared up at Gwen like a jilted lover. "No... it was supposed to be for me. It was *supposed to
be for ME!*" He got up and lunged at Gwen; she caught him easily with one arm and held him up by
the neck.

"No taste..." said Gwen, pulling Kasady close and looking into his eyes through the white-eyed red
mask. "No touch... no feeling. It was like being blind and deaf. Being *starved*! But now we see... now
we *feel*..." She started to squeeze.

Kasady choked and sputtered. "We... we were going to kill so many... we would have been
"Oh, but don't you see?" said Gwen. "We can be Carnage too… only, with this host, we'll enjoy it so much more!" She held up a clawed hand and extended the fingers into long spikes, razor-sharp, like flaying-knives.

It's possible that before he died, Cletus Kasady actually regretted killing at least one of his victims. Not that he remembered who exactly the girl's cop father was, even at the very end.

Mary Jane and Venom were still fighting when Gwen half plodded, half skipped into the room. Occasionally, as she walked, she spun in a little circle, just so that she could feel dizzy for a moment. She moved like a drunken ballerina, and she perceived everything around her as if she were high on a mild hallucinogenic—which, technically speaking, she probably was. The suit was positively flooding her brain with all kinds of hormones and chemicals.

Gwen danced over to the shredded remains of the Thompsons' couch and sat down on the pile of springs and stuffing. She picked up one of the pieces of flat-screen plasma TV that Kasady had carved up earlier and stared at it in fascination. She saw her reflection—red mask, oddly-shaped white eyes, jack-o-lantern mouth—and let out an "ooh" of admiration.

That was when MJ and Eddie both finally noticed her. They both froze in mid-punch, staring blankly.

"Hey, MJ," said Gwen with a childlike giggle. "Hey, new guy." She waved a clawed hand "hello" at both of them.

Venom was stunned. "What in the…?"

"Gwen?!" cried Mary Jane. "What.. when did the.. what?"

Gwen stood up, put her hands up over her head, and stretched out. "You like my new look? I feel… really good."

"Is that a symbiote suit?!" MJ threw a heavy right hook at Eddie. "You made another one of those things?"

Eddie put up an arm to block MJ's punch and backed off a few steps. "What's going on here? Where's Kasady?"

"Oh, he went all to pieces," said Gwen. She held up a bloody claw—snikt!—extending long spikes from the fingertips again. "Little, bloody pieces."

"You took his suit… killed him with it," said Venom, astonished. "How did you do that?!"

"The real question you oughtta be asking yourself, big boy," said Gwen, strutting up to Venom, "is, what are you gonna do now that I've got it?"

"Peter's probably gonna be here in a few minutes," said MJ. "Think you can take all three of us, Eddie?"

Before Eddie could reply, Gwen shook her head and said, "Oh, no… he's only gotta worry about me!" And then she dove at him.
If Venom's fight with Mary Jane had worn him down a little, then this was something completely different. This was raw brutality: it was Gwen taking her anger out on the nearest convenient target; and it was Eddie fighting for his life. The rage boiled to the surface again, and it showed in the red symbiote: it was all teeth and tentacles now, whipping and scratching at Venom with unrestrained fury. "Won't let you hurt Peter!" roared Gwen… or maybe it was Carnage now. Whoever she was, she was incoherent, babbling. "Our brother! How could you do this to our brother!"

Mary Jane suddenly felt like a helpless bystander. Gwen was in a frenzy now, and there really wasn't any stopping her. Then MJ heard the sirens and saw the flashing lights… "The cops are here!" she shouted. "Gwen, come on—we gotta go!"

But Gwen paid her no attention. She picked up Eddie and threw him out the living-room window, out onto the front lawn. Then she rushed at him again, and now the fight was outside.

"Oh crap," muttered MJ. Out on the lawn, Venom and the new Carnage were still locked in a mêlée with each other. Two police cars had pulled up to the curb; which meant that there were now four armed officers pointing their guns at the two monstrous combatants.

"Freeze!" shouted one of the cops. "On the ground right now, you freaks, or we'll open fire!"

Eddie at last managed to throw Gwen off of him. He leaped into the air and came down hard on one of the squad cars, crushing its roof. Then he sprang off, fired a couple of webs, and pulled himself onto the rooftop of one of the houses. The two cops who had been shielding themselves behind the open doors of that car were both thrown aside; the other two opened fire at Eddie, but they never hit him—and he fled.

Gwen, of course, wasn't about to be left out of the fun. She released a wordless, animalistic howl and leapt after Eddie. The chase was on.

Mary Jane, realizing that Gwen's fate was now out of her hands for the time being, only paused long enough to check on Flash and make sure that he was still breathing. Then she slipped out the back, jumped a few fences, and made her way home.

• • •

With her Scarlet Spider costume on under her clothes and her web-shooters snapped onto her wrists, Mary Jane went over to the Parkers' to wait for Peter. Aunt May was waiting for her on the front porch. "Mary Jane!" she said. "I heard police sirens! What's going on—oh my!" May saw that MJ was covered in cuts and bruises. "What happened?" she cried.


May shooed MJ inside and ran to get bandages and antiseptic. Mere moments later, May was back, and she directed MJ to sit at the kitchen table while she tended to the girl's wounds.

A while later, Peter came in through the back door, still dressed as Spider-Man. "MJ!" he cried, peeling off his mask. He rushed over to her. "What happened? Are you okay?"

"She still hasn't told me anything," said May

"There are cops outside of Flash Thompson's house," said Peter. "It looks like a tornado went through the place."

"Actually… it was me and Eddie," said MJ.
"You fought Venom?" asked Peter.

"Yeah… but, Peter, that's not the worst part. Listen… Eddie had a partner. From the way they were talking, I think it was that Kasady guy who killed Gwen's dad—"

"So they did escape from Ravencroft together!" said Peter.

"I guess," said MJ. "Anyway… Kasady had a suit."

"Say what, now?" said Peter.

"He had one of those bio-suit thingies that your dad invented, just like Eddie was wearing—"

The mention of Peter's father made May gasp in surprise; but Peter was more thoughtful. "Then that was why Eddie broke into the lab… he needed his old research notes on the suit. To help him replicate it!"

"Peter, you're not letting me finish!" snapped MJ. "It's Gwen! Something's happened to Gwen…"

That got Peter's attention. "MJ, what happened to Gwen? Is she all right?"

"I don't know," said MJ. "And I don't know how it happened, but… the other suit, it got onto her, somehow. She's wearing it now, and she went chasing after Eddie!"

Peter pulled one of the chairs out from the table and let himself fall into it. "Gwen… is bonded with a symbiote suit."

"That's what it looks like," said MJ.

"What about Kasady?" asked Peter.

Mary Jane paled and shook her head. "I saw… what was left of him, in Flash's backyard. It wasn't pretty."

"She wouldn't!" interjected Aunt May. "She… Gwen couldn't have killed someone!"

"It wouldn't be her fault if she did," said Peter. "These suit things, they mess with your mind, make you do things you normally wouldn't. Believe me, I know!" He had already explained to his aunt some time ago that the suit Eddie now wore, he himself had worn for a while. Whether May fully understood just how evil the symbiote was; well, that was an altogether different matter. But there wasn't time to explain further.

"We have to go after them," said Peter. "Will you help me this time?"

MJ nodded. She was already taking off her clothes and pulling on her mask. "For Gwen. And for Eddie. We have to save our friends."

"Be careful, both of you," said May. She pulled MJ and then Peter into a quick hug. "Bring them back."

After that, Spider-Man and Scarlet Spider were out the back door, up onto the rooftops, and slinging themselves in the direction that Eddie and Gwen had taken.

Venom was in a panic. How could his plans have backfired so completely? He had thought to take
Mary Jane hostage and use her to draw Peter out into the open. But MJ somehow had spider-powers now, so that wasn't going to work. He had thought to give Kasady a suit like his own, to have an ally against Spider-Man—and a psychopath like Kasady should have been easy to manipulate, to control. But Eddie realized that he'd apparently made a terrible miscalculation in that regard. Kasady had actually been too crazy to keep his symbiote. And so now one of Peter's friends had it, and after giving him a vicious thrashing, she was nipping at his heels, eager to dish out more punishment.

Aunt May was now Peter's only weak point, reasoned Eddie. She would have to be his next victim. Once, that is, he got the red suit off of the crazy blonde.

The answer had to be at Doc Connors' lab. The suit had a couple of weaknesses, and Eddie knew all of them well. There was sound: intense sonic vibrations were how Peter had rid himself of the suit in the first place. There was emotion: that was how Peter had drawn the suit off of Eddie the first time they'd been separated from each other, and he suspected that this was how Gwen had taken it from Kasady. Then there was a certain cocktail of enzymes and anti-mutagens that Doc Connors had developed, which acted as a sort of "gene cleanser" when it came into contact with altered DNA. This was how Peter had taken the suit from him the last time, and the forcible separation had been… painful, to say the least. It had shredded Brock's mind, at least until such time as he'd been able to reunite with his symbiote. That, Venom decided, would be a fitting fate for his misbegotten offspring.

"Broooock!" roared Gwen, swinging on red webs just a few yards behind him. "Brock, you're DEAD!"

Genuinely afraid of what this… this "She-Carnage" might do to him, Venom redoubled his efforts and sped towards ESU.

It was actually pretty easy for Peter and MJ to stay on the trail of their quarry: all they had to do was follow the webs. Eddie and Gwen had both left plenty behind. Peter soon realized that they were heading in the direction of Empire State University… and it was right on the campus's main quad that they finally caught up to them. Venom and Carnage were having it out again, locked in a no-holds-barred battle of fists, webs, teeth, and oozy tendrils. Those few students who were still on campus this close to midnight had mostly already fled, except for the brave few determined to get video of the fight on their smartphones. Campus security and the NYPD were doubtlessly already on their way by now.

Spider-Man and Scarlet Spider landed a short distance away. (One of the students filming the battle on his phone exclaimed "Holy shit!" in a giddy, delighted tone.)

"Gwen first?" said MJ.

"Agreed," said Peter.

They both fired a pair of web-lines each—thwip-spack—sticking all four lines to Gwen's back. Then they tugged.

Gwen was quite surprised to find herself suddenly pulled away from Eddie. She screamed in annoyance and clawed at her back, trying to tear the webs off. Eddie, recognizing his opportunity to escape, leapt away and raced for the genetics lab.

"Gwen!" shouted Peter, racing up to her. "Gwen, calm down!"
"No!" she yelled back. "Have to save you… have to kill him!"

"She's lost it," said MJ, who came up behind Peter a little more cautiously.

Peter wasn't ready to give up. He took Gwen by the arms and said, "Gwen, look at me. Get ahold of yourself! I know what these suits are like—you have to take control!"

"NOOOOO!" bellowed Gwen. She threw Peter violently away and finally sliced the web-lines off of her back with her claws. MJ caught Peter and kept him from stumbling, but Gwen was already racing after Venom again.

"They're going for the lab," said Peter. "Jeez, this can't be happening…"

"We'll figure something out, Tiger," said MJ. "Come on."

Eddie found himself once again furiously searching through the ESU genetics lab. But this time, he couldn't find what he was looking for. He'd been out of the loop for a while, after all, and so he had no idea that Miles Warren had taken over the labs recently, and that the Doctors Connors had taken many of their personal projects with them when they'd left. Consequently, the enzymes he needed to make the antidote were almost all missing. "They're not here!" fumed Eddie. "Why aren't they here?"

A crash and a shower of broken glass signaled that Carnage had caught up with him. She came barreling in through an upper window and landed deftly on her feet in the middle of the lab. "Edddddiiieee…" she hissed. Snikt—her claws lengthened.

Peter and MJ swung in through the broken window that Gwen had just crashed through; they landed on the other side of her, so that she was flanked between the pair of them and Eddie. Eddie allowed his mask to recede and said, "Hey guys… what do you say we call a little truce here?"

"Your call," said MJ to Peter.

"Truce," said Peter. "Gwen's our first priority."

Carnage was now turning herself around in a slow circle, sizing up the three opponents who had surrounded her. Eddie, Peter, and MJ all remained in cautious, fight-ready stances as they spread out around her and discussed their strategy.

"Doc Connors' mutation antidote is gone," said Eddie. "I don't have what I need to make it here."

"He would have taken anything even vaguely lizard-related with him when he left the lab," said Peter. "That leaves us one chance: guys, hold her down while I do the genius thing."

Once again, Gwen gave a feral roar and launched herself at Eddie. But Eddie was ready for her: he sprayed webs, and MJ did the same thing from the opposite side. Between the two of them, they managed to gum her up in a thick cocoon that even she wouldn't be able to break free of, at least for a little while.

Meanwhile, Peter went rummaging through some of the larger piles of lab equipment until he found a couple of loudspeakers, which he rolled over to the middle of the lab. He pointed these at Gwen's webbed-up form and then attached the speakers to one of the lab's many laptop computers. He booted up the computer and logged on. "Please tell me I still have access…" he said, quickly browsing through network drives on the lab's cloud-storage system. Then he found what he was looking for: Deb Whitman's vampire bat research. He ran a search for sound-files, loaded one up at
The lab was suddenly filled with the ear-splitting sound of high-pitched squeaking, bordering on the ultrasonic. Venom stumbled away and kept well clear of the loudspeakers; but Gwen was stuck right in their path. She started flailing and struggling from within the web-cocoon, and the red symbiote lashed out with writhing tentacles that sprouted tooth-like bony protrusions. These spikes started slicing through the webbing, but the sound was still keeping the symbiote at bay. While Gwen screamed in pain and confusion, the symbiote let out a separate, agonized squeal of its own.

"There!" said MJ, seeing an opening between the tendrils. The moment she spotted bare skin, she shot a web-line and pulled. Eddie fired a black web-line of his own and added his strength to the struggle. The Carnage symbiote fought to keep Gwen within it, but it was weak. The sonic vibrations were its undoing. Mary Jane and Eddie pulled Gwen free with one final, mighty tug, leaving the symbiote, weakened and writhing, by itself in front of the loudspeakers.

While MJ reached for a nearby labcoat and draped it over Gwen's naked body, Peter grabbed a large plastic tarp and threw it over the screeching symbiote. Using the tarp as a sack, he picked up the struggling mass of ooze and tentacles and dragged it over to a chute in the wall—which led down to the incinerator the lab used for disposing of biohazard materials. After checking to make sure that the furnaces were indeed still running, he chucked the symbiote down the chute… and that was that.

Peter slumped down against the wall to rest. Mary Jane was gently shaking Gwen, trying to wake her up. Eddie remained standing in the middle of the room, looking a tad confused by everything that had just happened.

"Hey Eddie," said Peter, once he'd caught his breath, "the next time you need to come stalking me, think you can maybe make an appointment first? It's just polite."

"Always the little smart-mouth," said Eddie, shaking his head. "You ruined my life, Peter, and I'm not just gonna let that go. I'll get you back… someday." Venom's mask appeared over his face again. He spun a web, pulled himself up to the broken window near the ceiling, and swung away.

Gwen groaned and finally came to. When her eyes fluttered open, she saw Scarlet Spider looking down at her. "Hey, MJ," Gwen mumbled. "Anybody ever tell you, you look pretty good in that mask?"

"Some of us can actually pull off a red costume," MJ quipped.

"Hey… where are we, anyway?" said Gwen, her voice still faint.

"That's not important," said MJ. "Peter's here; we're going to take you home, okay?"

"Sounds nice," said Gwen. "Should prob'ly be getting to bed anyway…"

"Yeah," said MJ. "Come on." Then she and Peter picked up their friend, and they all web-slung home together.
The next day, a good number of Midtown High students didn't show up for school. Flash Thompson was in the hospital, but only for observation—he hadn't been hurt that badly. Among those who did show up, the attack on Flash's house was the grist of the rumor-mill all day long. Of course, the rumors were many and contradictory, but that didn't keep them from flying (and getting more outlandish as the day wore on).

Kong McFarlane was especially eager to discuss what had happened—so much so that he actually sat down with Peter, MJ, and Gwen at lunch that day to talk about it. (Harry had been kept home that day at his father's insistence.) For once, Gwen didn't have any objection to Kenny's presence—because she was resting her head on the table, half-asleep, just as she'd been doing in class all that morning.

"Gwen," said MJ, poking her. "You're doing it again."

"Doin' what?" mumbled Gwen.

"Falling asleep in front of us," said MJ. "You slept all through social studies."

"Who didn't?" commented Peter.

MJ rolled her eyes. "Gwen, maybe you really should've stayed home."

"Nah…" said Gwen, getting up and yawning. "Already missed too much school. Can't do that anymore."

"Maybe you got hit on the head, just like Flash!" said Kong. "Maybe you should, uh, go see the nurse and make sure you don't have a concussion?"

"Aw, ain't that sweet," said Gwen. "Kenny cares now."

"Hey, I'm on the football team!" said Kong. "Concussions are serious! Flash is lucky he only got a mild one."

"I'm glad he's okay," said MJ.

"Yeah, but… dude!" said Kong. "You didn't see it—that monster thing that attacked us, well one of 'em anyway, I'm telling you it was Eddie freaking Brock! The guy's, like, some kinda psycho mutant or something!"

"No way," said Peter, trying lamely to feign surprise. "Eddie? I don't believe it."

"Believe it!" said Kong. "He had, like, this weird black ooze all over himself, and he was all, 'Roar!' and smashing things like the Hulk!" Then he leaned in close to Peter and said, "And, dude, now that I think about it… he was asking for you, man."

"Me?" gulped Peter.

"Yeah, he went up to Flash and asked if you were at the party—as if—and then he saw MJ dancing with Gwen, and that was when he flipped out!"

"Really?" said Pete, perking up. "…MJ was dancing with Gwen?"
"Don't be a perv," laughed MJ, swatting Peter on the arm. "I get enough of that from Harry."

"Yeah, but why would he be looking for you guys?" asked Kong.

"Why not?" asked Peter. "Me and MJ are Eddie's oldest friends. You know that."

"Oh; yeah," said Kenny thoughtfully. Just then, Liz, Sally, and Glory walked by. Sally and Glory stuck their noses up in the air and kept walking, which instantly peeled Kenny away from the table. "Hey, Glory!" he called, chasing after them. "Did you hear what happened at Flash's last night? I was there, I saw it all—"

Liz stayed behind for just a moment. "Hey, guys. Where's Harry?"

"Staying home," said Peter. "Mr. Osborn thinks he's super-dad all of the sudden. He wanted to make sure that Harry was okay."

"Okay, well… thanks," said Liz. Then she went chasing off after Kong.

Once the trio was left alone, Gwen yawned again and sighed. "So… how 'bout last night, huh?"

"I'm trying not to think about it," said Peter.

"I know, right?" said MJ. "Gwen, you… you went totally nuts for a little bit there! We could've lost you!"

Gwen shrugged. "Hey, all's well that ends well, right? I mean, I'm okay now; and you guys stopped me before I could do anything too terrible—"

"Um… you carved a guy up into tiny chunks," whispered Peter. "Just pointing that out."

"Yeah, you think you'd be more upset about that," added MJ.

"Except, the guy I killed was Cletus Kasady," said Gwen. "Remember him? Famous mass-murderer? Killed my dad? I have, like, zero regrets."

An uncomfortable silence fell. Neither MJ nor Peter knew what to say to that.

"What?" said Gwen. "I'm not gonna turn into a psycho-killer! 'Sides, the suit's gone for good now. I don't have powers anymore. As awesome as it would be, I… I can't do what you guys do."

"Gwen, are you… jealous that we have powers?" whispered MJ.

"Duh! I mean, who wouldn't be?" said Gwen. "I got to see what it was like to be a… a spider-woman-type-person for maybe an hour, and I just… what a rush! It was incredible."

"Peter was right, though," said MJ. "Sometimes it sucks. There's also… the responsibility."

Peter had been drinking a carton of milk through a straw, and just then he reached the bottom, which made an obnoxious slurping noise. MJ and Gwen both glared at him. "What? I didn't say anything."

"That's the problem," said Gwen. "MJ has a gift, just like you do. And you've been letting her waste it."

"I don't want to push her into anything she doesn't want to do!" said Peter.

"No… Peter, no, Gwen's right," said MJ. She looked down at the table and said, "I've been…"
avoiding everything because I was afraid. Because I didn't want the responsibility. But I can't ignore this anymore." She looked up and Peter and said, "You were right all along. If you have the power to help people, you've got a responsibility to use it. So… from now on, I'm in."

"You're in?" echoed Peter.

"Yeah… that is, if Spidey still wants a partner."

"You bet I do," said Peter.

"Good," said Gwen. "I'm glad you guys got that sorted out. You can thank me later, by the way."

Little did our heroes know that at approximately the same time that very day, in downtown Manhattan, J. Jonah Jameson and his son Col. John Jameson were just finishing up a lunch break of their own, having hit up one of the colonel's favorite steak-houses not far from Times Square. They were walking back towards the Bugle office. Jonah had a copy of his paper's morning edition with him, and as they walked, he ranted about the evils of their day and age.

"Can you believe this?" he said, smacking the front-page headline. "'Spider-People Terrorize ESU.' One was bad enough; now we've got four of these creepy-crawly weirdos swinging around our city on webs? Where does it end?"

"You know, I saw that video online, dad," said Col. Jameson. "I don't know what the creepy things with the mouths were, but it looked like Spider-Man and Scarlet Spider were trying to stop them."

"The last time I heard anything about Scarlet Spider, she was a criminal!" snapped J.J. "One of the Green Goblin's goons! If Spider-Man's working with her now, that just proves that I was right about him all along!"

John shook his head and smiled. His dad would never change. "Well, write what you want; it's your paper. All I know is, Spider-Man saved my life. I'm glad he's around."

Jonah grumbled. "Gr, maybe one of them isn't so bad, but now it's like they're multiplying. Like he's got some kind of contagious mutation. Hey, that's a thought…" He took a tape-recorder out of his coat pocket and switched it on. "Note to self: write an editorial on the possibility that mutations might be contagious."

"Whoa, are you sure you want to go there, dad?" asked John. "You might push a few buttons you don't mean to. You wouldn't want to get an angry phone-call from Charles Xavier…"

"Feh, baldy doesn't scare me," muttered Jameson. "Still, maybe you're right. The mutants have been trying to make a civil rights issue out of their problems forever. Best not to poke that horns' nest." Then Jonah stopped walking, stood up straight, and pointed one finger at the sky. "But I'll tell you this for free: I'm sick of these spider-people swinging around! Tomorrow, I will write an editorial endorsing this 'Spider-Slayer' program coming out of Fisk Enterprises! That'll be something the whole city can get behind!"

"Fisk?" asked John. "Aren't people saying he's some kind of crime-boss?"

"Unsubstantiated rumors, my boy! Nothing to worry about!" said Jonah. By now, they'd come to the Bugle building, and so it was time to part ways.

"Well, it was good to see you, dad," said John, waving goodbye.
"Sure, sure!" said Jonah, disappearing inside. "Anytime, son!"

Colonel Jameson put his hands into his coat pockets and turned away. He was still on medical leave from NASA, which meant that he didn't really have all that much to do with himself these days. So he turned north and started walking in the direction of Central Park. As he walked up 8th Avenue, he passed all kinds of stores, restaurants, and small businesses… and then something kind of strange caught his eye. It was a fortune-teller's shop. A picture of an open eye within a crystal ball, set at the center of a spider-web motif, had been painted on the front window. A sign overhead read, "Madame Webb: Fortunes, Tarot, Palmistry."

_I don't remember that place being here before_, he thought. _It must be new. Madame Webb, huh? Well, it could be fun for a laugh._ He didn't think much about it; he just went inside.

Within, the shop was a veritable cliché-storm: it looked every bit the stereotypical fortune-teller's outfit. There were goofy and occult knick-knacks on the shelves, things like dead birds, newts' eyeballs in a jar, and a skull with a candle melted onto it. A table with a crystal ball stood in the middle of the room, and a beaded curtain separated the storefront from a back area. It was from this back part that a woman emerged—a woman in a wheelchair, with graying hair and opaque, red-lensed glasses. "Ah… welcome, welcome," she said, her voice clear and stately. "I've been expecting you, Colonel."

"Neat trick," said John. "I take it you must be Madame Webb?"

"Cassandra Webb, at your service. What can I do for you today?"

"Oh, I guess I was just curious," said John. "Maybe I'll just browse for a bit…"

"You don't believe in psychic abilities? Even though, mere moments ago, you spoke to your father of Charles Xavier?"

"Oh? Are you… like him?" asked John. "A mutant?"

"Let's just say that I have… gifts," said Madame Webb. She put one hand up to her head and said, "For example, my senses are telling me that you feel tremendous anxiety about your future… you worry that your short tenure in an institution has ended your career while you're still a young man…"

"Okay," said John, holding up a hand and cutting her off, "I think I'm done here." He figured that buying something would be as good an excuse as any for clearing out of this place before he became too creeped out. So he reached for the nearest object on one of the shelves—a pack of tarot cards, still in their plastic wrapper—and asked, "How much for these?"

"You don't want those," said Madame Webb. "You need something to bolster your confidence. Try the amulet two shelves up."

"Amulet?" said John incredulously. He reached up and found what appeared to be a ruby pendant set into a silver chain. _So that's her game_, he thought. _Sell the sap the most expensive thing in her shop._ "How much?" he asked.

"Twenty dollars."

That raised his eyebrows. The stone looked like it could almost be genuine. But if it was just a cheap trinket after all, he was willing to buy it and get the heck out of there. So he purchased the necklace; and then he left without another word.
That evening, Norman Osborn came home from work to his Manhattan penthouse, ate dinner with his son, and then they sat down together to watch the Jets game on TV. They made small-talk; Norman was especially keen to make sure that Harry was okay after having witnessed Venom's attack yesterday. Harry laughed it off and said that he was fine, that he probably should have gone to school—and he was honestly surprised that his father had insisted otherwise. In the past, Norman had always been the sort of father who used tough love to build his son's character—"cowboy up" and "never apologize" were his two favorite mottoes. But these days, he was, well, normal. Human, caring, and actually building a relationship with his son.

Bernard, the Osborns' butler, set down a tray of snacks and drinks on the coffee table in front of the sofa. "Will there be anything else, sirs?"

"No, that's all, Bernard," said Norman. "You can take the rest of the evening off."

"Thank you, sir," said the butler. A short while later, he left the penthouse.

Father and son settled into an amicable silence—a silence which was promptly shattered by an explosion and a scream, characteristic of a goblin pumpkin-bomb. The penthouse windows burst inward in a shower of glass and shrapnel and a puff of orange smoke; and in through the gaping hole came Hobgoblin, hovering slowly on his glider.

Norman and Harry were both thrown to the floor. Norman shook his head and tried to stand; the explosion had stunned him, but only momentarily. Harry had blood running down his forehead; he wasn't moving at all. Then Norman staggered unsteadily onto his feet and shouted, "Who... what are you?"

"Can't you guess, Osborn? After all, you made me!" The blue-armored, orange-masked figure flew into the penthouse, clear of the smoke cloud, and jeered at Norman.

"I... I don't know what you're talking about!" said Norman, who had a look of abject fear and confusion on his face. Then he saw the Hobgoblin's weaponry and said, "That's my glider design... and Oscorp battle-armor! You're with the Green Goblin, aren't you?!"

"Hey, what's your game, Osborn?" Hobgoblin cast a suspicious gaze at Norman. "You and I both know that you're the real Green Goblin—"

"NO!" shouted Osborn with sudden vehemence. "No, that's not true! I... I'd never do the kinds of things that madman would! I couldn't!"

Hobgoblin's glider hovered close. While Norman stood there, frozen in terror, Hobgoblin looked him over appraisingly. He rubbed his masked chin and said, "Is it really possible? You've... forgotten?"

"Forgotten what?!" screamed Norman.

Hobgoblin made a fist and lightly rapped on Norman's skull. "Hello, Greenie! I know you're in there! Come out, come out, wherever you are!"

"You're insane!"

"No thanks to you!" Hobgoblin retorted. "Hm... I want satisfaction, but I can't get it this way." He scanned the room, and his gaze fell upon Harry Osborn's unconscious form. "But just maybe... if I were to damage your boy a little bit..."

Norman's arm suddenly shot out and snatched at Hobgoblin, catching his wrist in an iron grip. The look on Norman's face had changed as well: gone was the expression of fear. Now he glared at his
rival with deadly seriousness. "That would be unwise," he said darkly.

Hobgoblin grinned. "There you are!" He grabbed the front of Norman's shirt and lifted him up off the ground. "It's time to settle the question," he growled.

Norman stared daggers at Hobgoblin. "What question?" he asked at last.

"Who the true goblin is!" came the answer. Hobgoblin threw Norman back to the ground and said, "I'll give you one hour to get ready. Then you'll meet me in the air above Fisk Tower!" He turned for the window and shouted back over his shoulder, "And if you don't show, little Harry pays!" A second later, he was gone.

Norman didn't even pause to check on Harry. He ran up to his study and opened the secret door which led to his penthouse's hidden weapons-cache. There rested his mask, armor, and glider on stands, along with racks of goblin-weapons. Norman grinned evilly. No two-bit imitation is going to intimidate me! It was time the Green Goblin made his enemies pay!

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Earlier that afternoon, Peter, MJ, and Gwen came home to find Aunt May and Anna Watson having tea in the Parkers' kitchen. They all came in through the back door, and Aunt May was waiting there with a phone and a notepad ready. "Peter, dear," she said, "there's a message for you. Dr. Curtis Connors called earlier—something about your internship at ESU."

"Really?" said Peter, his face suddenly brightening. "Doc Connors is coming back?"

He checked the number that Aunt May had written down and called it immediately. After a brief conversation, he hung up the phone, stunned—stunned and happy.

"Well?" asked May. "You look like you've heard some good news."

"Have I ever!" said Peter. "The ESU faculty board is reopening the genetics lab—and they've hired Curt and Martha Connors again to run it! And, hey Gwen, guess what?"

"What?" asked Gwen, who didn't think this conversation had anything to do with her.

"Before the lab got shut down, there was an opening for another intern. I put your name in, and it sounds like the job's yours if you want it."

"Me, work in a lab?" A huge grin appeared on Gwen's face. "Are you kidding? That's awesome, Pete! Yes—thanks!"

Mary Jane, meanwhile, pulled a can of soda pop out of the Parkers' fridge and cracked it open. "I probably won't be home for dinner," she said to Aunt Anna. "We've got a lot of studying to do tonight."

"That's fine, Mary," said Anna. "May and I were just getting ready to go out and catch up on old times."

"You two girls have fun," said Peter. "I'll bet you both have to fight the boys off with a stick."

"Flatterer," chuckled Anna. "May, that nephew of yours is incorrigible…"

"You have no idea," said May with a knowing smile.

The three high-schoolers went down into the basement after that. "Check this out," said Gwen,
running over to Peter's workbench. "I've been doing a little tinkering in my spare time. Made these for you." She opened a box and pulled out four shiny, brand-new web-shooters.

"Whooa, Gwen!" said Peter. "These are… wow!"

"This way, you and MJ can use the same fluid cartridges, if one of you runs out. And these red cartridges here, they have some of that impact webbing I made. I had to modify the nozzles a little bit so's they'd work right, but everything came out fine when I tested 'em."

"This was unbelievably cool of you," said MJ.

"Yeah, well, I figured, even if I can't go swingin' around with you guys, at least I could offer some tech support." MJ snapped the new web-shooters onto her wrists, extended one arm, and sighted down the length to the nozzle. "I think Gwen might actually be smarter than both of us," she said.

Peter balked. "Hey, I did invent these things in the first place." He examined the new shooters for himself: there was no denying, Gwen did good work.

Gwen grinned, pointed first at Peter and then at herself and said, "You, genius. Me, savant. Remember?" Then she leaned back on the workbench and said, "So… what're you guys doing tonight? Gonna swing around and beat up some muggers?"

"Actually, I have to see a friend about a blackmail plot," said Peter. He turned to MJ and said, "You've met her; or at least, you did when you were hypnotized. Black Cat."

"Ooh…" winced MJ. "Are you sure me coming along is a good idea? She must still think I'm a super-villain."

"Then it was time we changed that," said Peter. "And besides… she's always coming onto me. I'd honestly feel safer if you were there."

"She's what?" cried MJ. "That skank!" She started pacing around the room, fuming. "If I catch her even looking at you funny, I'm gonna kick her sorry ass…"

Gwen laughed aloud. "That's one way to get MJ back into the swing of things."

"We'll leave after Aunt May and Aunt Anna," said Peter. In the meanwhile, they really did have some studying to do, so they hit the books for a while and waited for evening's approach.
Spider-Man and Scarlet Spider stood on a rooftop across the street from the Hardys' penthouse. MJ offered to remain there and keep watch while Peter spoke to Mrs. Hardy; and so he swung across the way and landed on the balcony. He rapped on the glass door; after a while, she appeared. "Spider-Man! I've been waiting. Do you have any information for me?"

"Yes I do," he said. "The person who picked up your briefcase works for the gangster, Hammerhead. And Hammerhead works the Kingpin—Wilson Fisk!"

Mrs. Hardy became thoughtful. "I know Wilson Fisk… of course I've heard the rumors about him; everyone has; but… Wilson, the Kingpin of Crime?"

"It makes sense when you think about it," said Spidey. "Remember Tombstone's little 'accident' at Fisk Tower?"

"If what you're implying is true, I'm going to have to tread carefully," said Mrs. Hardy. "Thank you for the information, Spider-Man. Now, please, let me handle this. I'm going to have to make a few phone-calls."

"If you think you can handle it," said Spider-Man. Mrs. Hardy didn't reply; she was already going back inside.

That was when Peter heard the sound of fighting on the rooftops nearby.

Mary Jane watched while Peter swung over to the balcony. When Anastasia Hardy appeared, they began their conversation; and MJ immediately felt her spider-sense tingling. She flipped backwards, just as a fur-trimmed, leather-clad leg came sweeping at her ankles.

"I love you, spider-sense!" she thought.

"Well, well, look who's back," said Black Cat, baring her claws. "Spying on Spider? That's not very nice!"

MJ had been expecting two things from Black Cat: first, that she'd attack on sight; and second, that the banter would start right away. She intended to shut both down immediately. "Why should you care?" she asked, spraying a net of webs. "It's not like you're his girlfriend or anything."

Cat was snared by a few of the sticky strands, but she cut herself free with one deft swipe of her claws. "And how would you know that?"

"Because," said MJ, launching a flying kick at Cat, "I am!"

"Dream on, bug-bitch!" said Cat, diving to the ground and swiping another claw at Scarlet Spider. "You want a cat-fight? You've so got one!"

"No," said MJ, "I really don't." Here, she gripped the wrist-cuff around one of the new web-shooters that Gwen had designed and gave it a quarter-turn. A different fluid-cartridge snapped into place, and MJ launched a little white ball of impact-webbing at Black Cat. The ball hit Cat in the chest and exploded into sticky mass of white goo that knocked her on her backside and plastered her to the rooftop. Then MJ walked over to Black Cat and put one booted foot lightly on her midsection.

"Now, let's just wait and see what Spidey says when he gets back, hm?"
Black Cat struggled and swore, but she stopped when Spider-Man landed on the rooftop. "Let her go, Red. We're gonna need her help."

"Fine," said MJ. "But she'd better not try anything." She tore the webs off of Black Cat and helped her to rise.

"What is this?" asked Cat suspiciously. "Spider, what's going on?"

"Okay, how do I explain this?" began Peter. "…Um, okay. Remember when we first fought Scarlet and Jackal together, at the auction? How we thought that she was being mind-controlled?"

Black Cat nodded. "I seem to remember you floating that theory, yes…"

"Well, she was. But she's better now. That's actually kind of a funny story, see, we asked the Fantastic Four to help us out, and they wound up calling Iron Man, so he swung by SHIELD HQ…"

Mary Jane walked over to Peter and put her arm around him. "Maybe skip ahead a little bit, Tiger?"

"Uh, okay, the point is, when I finally unmasked Scarlet Spider, it was somebody that I already knew. It was my next-door neighbor… who is also my girlfriend."

"You mean… she knows who you really are?" said Cat in a small voice.

"She was in on my secret before she ever got powers," said Spidey.

"Because she's your girlfriend," said Cat. "You've had a girlfriend the whole time…"

"Now you're catching on," said MJ smugly.

A look of such forlorn devastation passed over Black Cat's face that Peter actually glared at MJ underneath his mask. Then he said, "Look, Cat, I'm sorry that I didn't tell you sooner; it's just that you're always flirting, and you come on pretty strong, and… I mean, underneath this mask, I'm really kind of a nerd and pretty awkward with people, and so I didn't really know how to let you down without sounding like a schmuck—"

Peter's fumbling apology was cut short when Black Cat started laughing aloud. It was as if she were suddenly struck by a funny thought that only she was privy to, and now she was in hysterics because of it.

"Um… are you okay?" asked Peter.

Cat was doubled over, but she nodded and finally caught her breath. "Yeah… yeah, it's just that… I get it now. It makes sense! All this time, you've been in love with the girl next door. And here, I was thinking that it was something wrong with me… well, either that, or you weren't into girls and my gaydar was way off."

That last remark made MJ crack up. Peter was left standing there uncomfortably, blushing under his mask, the center of unwanted attention. He decided that a quick change of subject would be in order. "So, I hope this doesn't keep us from still teaming up, because, you know, we still have the Kingpin to deal with—"

"What about the Kingpin?" asked Cat.

"He's the one blackmailing your m—Mrs. Hardy," said Peter.

"What?!" cried Cat. "If I know my mother, she'll go straight there and confront him! We have to stop
"It's okay," said Peter. "We'll all just swing over there and tell her to sit tight while we deal with Fisk."

"Uh, I don't think that's gonna happen," said MJ. She pointed at the Hardys' penthouse, where all the lights were already off. Even as they spoke, down on the street, Anastasia Hardy was climbing into a yellow taxicab.

"Crap," said Felicia. "Now what do we do?"

"Now we head for Fisk Tower, and hope we can keep Kingpin from tossing your mother out a window," said Peter.

That night, even as two spiders and a cat raced across the rooftops of Manhattan, Wilson Fisk was sitting in his office on the 87th floor of Fisk Tower, finishing up a late meeting. Spencer Smythe was there, showing off his newest blueprints for the Spider-Slayer; and he'd brought his son Alistair with him, so that he might meet their influential benefactor. Fisk, for his part, seemed just as interested in Alistair as he was in Spencer's designs.

"These blueprints are more than acceptable," said Fisk. "They're perfect. I've already made arrangements for your lab, workers, all the resources you may need. It's all ready and waiting. I want a prototype built as soon as humanly possible."

"In that case, I'll get started first thing tomorrow," said Spencer. "I must admit, Mr. Fisk, I was pleasantly surprised by your… generosity towards me. I find myself eager to get the Slayer into production."

"Good," said Fisk. He turned to Spencer's son and said, "And—Alistair, your father tells me that you're quite the science whiz. Chemistry, computers, advanced math… a regular genius."

Alistair Smythe was nineteen years old, with brown hair that he wore long and messy, and thick, black-rimmed glasses. He wore a t-shirt with a video-game logo and had a laptop computer sitting in his lap all times—a fact made possible by his confinement to a wheelchair. "Yes. I am," he said curtly. His attitude toward Fisk was neither congenial nor obsequious, quite the opposite of his father.

"If that's the case, there might just be a position for you in my organization," said Fisk. "I don't care about age; just ability. If you're ever in need of a job, don't hesitate to call."

"I'll think about it," said Alistair, intentionally lacing his voice with boredom.

"Well, if that's that, then I suppose we'd best get a move-on," said Spencer. "I'm delighted that everything's in order. Mr. Fisk; it's been a pleasure doing business with you."

"We'll see how your machine works, before I say the same," said Fisk. After that, Hammerhead came into the office, leading a pair of Fisk's armed bodyguards; and these men escorted the Smythes away.

Once they were alone, Kingpin asked Hammerhead, "Have we heard anything from Elektra lately?"

Hammerhead checked his notepad. "Not a thing, boss. I hate to say it, but I think Daredevil might've
done her in." He flipped a page and said, "Also, our operations in the Bronx are getting hit by a new vigilante, some guy calling himself Iron Fist. You want we should put someone on him?"

"The Enforcers, I should think," said Kingpin. "And have Mysterio and Tinkerer formulate a plan to draw this Daredevil out into the open. I want him unmasked by the end of the week!"

"You got it, boss," said Hammerhead, writing down a few notes on the Kingpin's orders. "Anything else?"

Before Fisk could reply, the telephone on his desk rang. He answered it, and then hung up. "That's odd," he said to his lieutenant. "Anastasia Hardy just arrived, and she's on her way up to see me right now."

Hammerhead paled. "That's, uh… quite the coincidence, ain't it?"

"Yes, it is," said the Kingpin, glaring.

Hammerhead loosened his collar; then he took out a handkerchief and mopped the sweat off his exaggerated, caveman-like brow.

After a few tense, silent minutes, the elevator opened and Anastasia Hardy strode proudly into the room.


She didn't sit. "Cut the crap, Wilson. Before I say what I've come here to say, I want you to know this first: I've made arrangements with my lawyers, and if any harm comes to me, or to my family, they'll go to the papers with a story that I'm quite certain you won't want made public."

If Fisk meant to look shocked at Mrs. Hardy's implied accusation, he failed miserably. "I'm sure I don't know what you're talking about."

"Like hell you don't. Thanks to the efforts of a… private investigator, I've found you out! Why, Wilson? Why blackmail me? It can't be because you need the money!"

Fisk leaned back in his huge leather desk-chair and weighed his words carefully. Finally, he replied, "No; no, it's not because I need the money. It's because you need it. No, I don't want your money, Anastasia. But you do have something else that I want very much."

"So that's your game then, eh?" said Anastasia. "Hold the money over my head, and make me do what you want?"

"When you put it that way… yes," said Fisk. "So here's the deal. Tomorrow evening, at seven sharp, my agent will arrive at your penthouse. He'll ask for some items that you have in your possession—they're of no real value to you, but immeasurable worth to me—and you'll provide him with whatever he asks for. When those items are in my possession, you'll get that account number, and all of your money back, and we can put this whole unpleasant business behind us. What do you say?"
Quivering with anger, Anastasia said, "If I do this, it will make me into your accomplice."

"That goes without saying," said Fisk. "We'll just have to agree to keep each other's secrets in the future. But at least you'll have your money back. No more payments; and no more dipping into Foundation accounts that aren't legally yours."

After a long minute of inner debate, she gave in. "All right. All right, damn you, you'll have it your way."

The Kingpin nodded. "I'm… glad that you can see reason. I trust you don't need an escort to show you the way out?"

In that moment, multiple explosions rocked the upper stories of Fisk Tower. Some of the explosions were accompanied by a distinctive humanlike scream, and clouds of green and orange vapor could be seen descending outside the office windows.

Kingpin leapt into action. He rose from his desk and placed his body between Anastasia and the windows, in order to shield her from danger. "Hammerhead!" he bellowed. "Get her out of here! No harm must come to Mrs. Hardy, she's too integral to my plans!"

"Consider it done," said Hammerhead. He opened the secret door in the wall of Fisk's office and led Mrs. Hardy away.

Fisk walked over to one of the windows and threw it open, straining to see out into the night sky above his tower. "What in the hell is going on out there?" he said to himself.

Peter, MJ, and Felicia swung on webs and grappling-line over to Fisk Tower. They intended to smash through one of the upper-story windows and confront Wilson Fisk directly. But that never happened. The trio landed on a rooftop next to the Fisk building, and then the distinctive sound a goblin-glider filled the air.

"Oh, no," said Peter. "Not here, not now!"

Mary Jane felt her heart sink into her feet. The Green Goblin was the one villain who truly terrified her—the one foe that she most dreaded the thought of ever having to face again. "I'll kill him," she said, though her voice lacked conviction. "If the Green Goblin comes after us, I swear, I'll kill him this time."

"Didn't the Green Goblin give you your powers?" asked Black Cat.

"Yeah," said MJ. "Then he took over my mind and murdered my parents."

"In that case, I'll help you kill him," said Cat frankly.

Peter scanned the skies until he spotted the vapor-trail that followed in the wake of the glider. The goblin was heading right for them. He sailed over their heads, a deep and disturbing laugh floating on the air behind him, and then he settled into a circular flight-path around the tower-top. When he swooped in close again, Peter got a good look this time, and he saw that the goblin's color-scheme was a little… off. "Hold the phone," he said to his friends. "The Green Goblin's looking a little… not-so-green these days."

The goblin likewise spotted the masked heroes and turned his glider their way. He came to a hovering stop in the air above them and said, "Spider-Man?! What are you doing here? Nobody
invited you!"

"And you are?" Spidey asked.

"If you must know, I'm the Hobgoblin." He waved his hands away and said, "Now… go catch a fly or something. I've got a meeting that I don't need you hero-types crashing."

"Wait!" said Mary Jane. "That's a goblin-glider! Do you work for the Green Goblin?"

"Work for him?" sneered Hobgoblin. "I despise that smarmy son of a bitch! That's why I'm out here; I'm going to show him what a real goblin can do!"

"That's funny, coming from a second-rate knockoff!" said an all-too-familiar, high-pitched, mocking voice. The Green Goblin rose up from between the skyscrapers, his glider silently lifting him straight up into the air. He already had two glowing pumpkin-grenades in hand. "And by the way," he added as an afterthought, "kaboom!" He threw the grenades, one at Hobgoblin and the other at Spider-Man.

Hobgoblin dodged easily; that bomb sailed past him and exploded over Fisk Tower. Spidey, Scarlet, and Cat all scattered to avoid the other blast. Then they grouped up again with their backs together, forming an outward-facing circle so that they could keep an eye on both goblins.

"Do we have a plan?" asked Cat.

"Uh… stay out of their way and hope they kill each other?" suggested Spidey.

"Works for me," said MJ.

Now Hobgoblin was firing his glider's machine-guns at Green Goblin, who weaved through the air and tossed razor-bats. They split off into two different directions and then turned and faced each other. Green Goblin pointed his finger at Hobgoblin and said, "Draw, partner!" Then, with a mad cackle, he fired his glove's sparkler-beam. Hobgoblin matched his foe, and the two laser-like blasts collided between them, causing a massive explosion that blew hot plasma into the faces of both goblins. They weren't fazed by the blast, though; they both took out pumpkin-bombs and prepared to throw again.

"On second thought, if the goblins keep this up, they'll take out half of Manhattan!" said Spidey. "I've got Gobby. Cat, Red, you take the new guy."

Spider-Man swung over to the top of Fisk Tower, sprang off as hard and high as he could, and fired a web-line at Green Goblin. His aim was true; he caught the bottom of Gobby's glider.

"Uh-oh," laughed Hobgoblin. "Looks like you've picked up a stowaway!"

"No fair," said Green Goblin. "Time out while I take care of the pest?"

Hobgoblin answered, "Okay, but then you've only got two left until halftime… whoa!" He saw a white blob of something fly past his head. Then he was dodging and juking out of the way, while Scarlet Spider fired several more balls of impact webbing at him. "Girly, you're starting to piss me off!" he shouted. He turned his glider and aimed; two pumpkin-headed missiles appeared within the muzzles of the missile-tubes on the glider's front.

"Missiles!" shouted Cat. Good luck, she thought silently to herself.

"I see them," said MJ, taking careful aim. She fired again… and scored a direct hit on Hobgoblin's
glider. The impact webbing burst, sealing the missiles in their tubes after they'd armed… and also sticking Hobby to his glider.

"What?!” cried Hobgoblin. Then the bombs exploded, and he was falling toward the top of Fisk Tower, barely conscious.

"Nice shot!" said Black Cat with a cheer.

"Yeah… but where's Spidey?" asked MJ.

"Uh-oh," said Cat, pointing. Green Goblin was flying away, carrying Spider-Man on the web-line behind him, just as he'd done to MJ the last time.

"Crap!" shouted Mary Jane. "Cat, I'm going after them. You really should, you know, check on your mom and make sure she's okay."

"I understand," said Black Cat. "Hey, listen, before you go, I just want to say: take care of Spider. He needs a partner. And you two are lucky to have each other."

"Thanks," said MJ. "And you're welcome to team up with us anytime." Then she dove off the side of the building and went webbing after the Green Goblin, as fast as she could swing.

• • •

"Yaaaaaawwwzzzzaaaa!" screamed Peter, hanging onto his web-line for dear life.

The Green Goblin sailed all the way over to the East River… all the way back to the Queensboro Bridge. He landed on the top of the very same tower where he'd murdered Madeline Watson, and he leapt off his glider. Then he waited.

Spider-Man leapt onto the side of the tower and crawled his way to the top. Then he jumped up over the edge and landed in a fighting stance. "Goblin!" he shouted, sounding angrier than he'd intended. "It's finished! I'm taking you down, once and for all!"

"Agreed," said the Green Goblin. "It was high time we finished this. But I say we settle it like men: no weapons. Just fists." He pulled off his gloves and his belt and dropped them at his feet. "Honest. Brutal. Old-school. What do you say?"

"I wouldn't trust you as far as I could throw you, Gobby."

"…Or I could start tossing bombs, and hope that a few land on innocent drivers down below," came the retort. "Lose the webs, and let's end this!"

Peter looked down at his web-shooters. Now it came to it; this was a matter of honor. Most especially Mary Jane's; he'd be fighting for her sake. He pulled his web-shooters off and let them fall to the floor.

Then the goblin was running at him, swinging a fist. Peter blocked and threw a punch of his own, which the goblin caught in his hand. "Impressive!" he laughed. Then he pushed against Peter's arm and sent him flying backwards; Peter landed on his back, turned a somersault, and leapt to his feet again.

"You know, Gobby, this might not've been the brightest idea you've ever had," Peter taunted, turning flips in the air over his opponent's head and dodging every punch and kick with ease. "You're strong, I'll give you that," he avoided another one-two punch, "so good for you and
everything; but you're just not fast enough to hit me. I mean, I can go toe-to-toe with Doc Ock, and he's got twice as many limbs as you. I'm A-list over here, and you barely qualify for the majors."

The Green Goblin remained strangely silent while he continued his attacks. He didn't have a witty comeback on his lips. He just kept fighting, seriously fighting, all his focus locked on maneuvering his opponent into position. And then it was time… he swung hard, overextending himself, leaving the perfect opening.

Spidey took the bait. He let himself fall to the ground and pushed off with both hands, aiming a two-footed kick at Green Goblin's chest. The goblin took the hit and staggered back, while Spidey landed on his feet and held up his fists. The goblin raised an arm in surrender. "All right, all right! I give!"

he pleaded. "I can't beat you, Spider-Man. Not this way."

"Then you surrender?" asked Peter.

"Yes!" said the Goblin, subtly pushing the control on his wrist. He held up his hands again. "You win!"

Then, spider-sense. Acting purely on instinct, Peter leapt straight up into the air, narrowly avoiding the Green Goblin's glider, which had been barreling at him from behind on command from the goblin. The Green Goblin, little expecting this, raised an eyebrow and said, "Oh," …just before his own weapon impaled him through the chest. The glider turned sharply downward and pushed him forcefully into the tower-top before finally sputtering out and falling over. The Green Goblin, mortally wounded, remained spiked to the concrete surface, coughing up blood.

When Spider-Man landed on his feet again, he could only stare wide-eyed at the gruesome scene before him. It was over… it was finally over for the Green Goblin. And that was when Scarlet Spider arrived.

"Spidey!" she said, swinging onto the tower and running up to Peter. She embraced him tightly. "You're okay! You beat him!"

"Yeah," said Spidey softly. "I did."

MJ turned and faced the goblin. "Is he… dead?"

Another cough from the goblin answered that question in the negative. He tried to say something; it came out as an incoherent mumble. Eventually, in spite of the blood filling his mouth, he was able to sputter out, "Watson… my… my mask…"

Mary Jane let go of Peter and crept forward cautiously. She reached out a tentative hand and gripped the Green Goblin's mask by the seam at the neck. Then she peeled it away and gasped. "Mr. Osborn!"

"H-Harry…" he said in a ragged voice, "…cares about you… m'sorry… for what the goblin did… please… don't tell him about me…" Then Norman Osborn's eyes rolled back, and his head fell back down to the floor, and he was gone.

Peter came up behind Mary Jane, knelt down beside her, and put his arm around her shoulder.

"It really was Harry's dad, all along," said MJ. "He had us all fooled."

"I'll bet he used a second goblin as a decoy at the party," said Peter. "Hobgoblin. It must be."

"Whoever he is," said MJ. Then she stood up; Peter stood up with her. "Mr. Osborn… asked us not
to tell Harry. What do we do?"

After a moment's thought, Peter started stripping Norman out of the goblin armor. "We do what he asked. We destroy this stuff; and we don't tell Harry that his dad was a murderer."

MJ nodded. That would be for the best.

And so Peter gathered together all of the goblin-gear, tied it up in a big web-bag, and went off to dump it down a smokestack somewhere. And Mary Jane... she took Norman Osborn's body and swung it off to his home.

• • •

Harry Osborn sat amongst the wreckage of his penthouse. The police and the paramedics had come and gone; he'd told the police everything that he'd seen, that someone looking a great deal like the Green Goblin—maybe it was this Hobgoblin person who'd been mentioned in the newspapers lately—had attacked their home. He'd been knocked out, and when he came to, his father was missing. Kidnapped. The medics had looked him over and offered to take him to the hospital, but he'd declined. He wanted to stay at home and wait for any news that might come in about his father.

Just about everything in the living-room had been destroyed. There was nothing to distract him while he waited, nothing to help alleviate the slow passage of time. Then, he heard a noise—up in his father's study. It was subtle, a window opening.

Panicked, Harry ran up the spiral stairs, and he froze at what he saw. It was the Scarlet Spider—the papers said she was a super-villain, a henchman of the Green Goblin—standing over his father's bloody corpse. "What have you done?!" he cried.

"I'm sorry," said Scarlet Spider. "The Green Goblin did this. I'm sorry we couldn't save him." Then she ran for the window, spun a web, and she was gone.
Deception

The following evening, Anastasia Hardy waited pensively at home. Felicia was there as well; last night, she’d stealthily followed her mother home, watching over her like a guardian angel in a cat-suit. Now she wondered just what exactly it was that her mother was waiting for.

"You really shouldn't be here," said Anastasia at last.

"Whatever for, mother?" asked Felicia.

Mrs. Hardy poured herself another drink. "In a short while, someone's going to arrive. Someone who works for very bad people—"

"You don't have to dance around it with me," said Felicia earnestly. "I know everything."

"You… what?"

"I know that we've been blackmailed. And that Spider-Man found out that it was the Kingpin behind it all."

"And how could you possibly know all that?!" asked Anastasia.

"Well, mother…" began Felicia, "maybe you ought to sit down, since this might come as kind of a shock…"

Then the doorbell rang. Mrs. Hardy never found out what Felicia had been prepared to confess. "Just… stay out of sight," she instructed. She went over to the front door, opened it, and froze in place, pale as a sheet—for before her stood a ghost. The tumbler of whiskey in her hand fell to the floor and shattered.

Felicia craned her neck to see around her mother. There was a man in the doorway. He wore an expensive, dark blue suit and carried a briefcase and umbrella. His hair was salt-and-pepper, cropped short, and he had a thick moustache that was all white. And his eyes… they were the same bright blue as Felicia's. Her mother couldn't speak, but Felicia could, and she could hardly believe what she was saying. "…Daddy?!"

For there, standing in their doorway, was none other than Anastasia's husband—her late husband—the esteemed Mr. J. Walter Hardy, Jr.

"Ana, darling, there isn't time," he said, pushing his way into the room. "I wish that I could tell you more, but there are dangerous men who will be here soon. I have to keep them from getting what they want; it's a matter of national security!"

"I… I think I'm going to faint," mumbled Anastasia.

Walter caught his wife and said gently, "Ana, please. The safe—my old papers. You still have them, don't you? It's important."

"I… yes… no!" said Anastasia, suddenly coming to her senses and hitting Walter on the arm. "No, you can't just come back into our lives without… an explanation, or something! Walter, we buried a body! We mourned you! It's been five years—where have you been all this time?!"

Before answering, Walter walked over to his daughter. "Felicia… I almost can't believe my eyes.
You must be seventeen now…"

"Daddy," she said again, embracing him, her eyes shining with unshed tears. While they held each other, Walter said to Ana, "I've been in protectively custody, with SHIELD. Because I know a very important secret that the government can't let out. And they're right; the fate of the world depends on it."

"What could possibly be so important?" asked Anastasia.

"That's… my burden alone," said Walter. "Now, please, Ana, before we're out of time."

Anastasia nodded and led Walter into their bedroom. She moved aside a painting on the wall, revealing a safe, which she opened. Walter Hardy dove into the contents, going through old stacks of papers and file-folders. At last, he found an old portfolio with a label in red ink—"confidential"—stamped across it. Eagerly, he opened the portfolio. The first page was an old mimeograph facsimile of typewriter text—it read, "The Stark–Erskine Telegraphs, Transcripts as Intercepted by J.H." There was also a compact disc taped to the inside front-cover of the folder; Walter tore this free from the tape and pocketed it. He put the portfolio under his arm and said, "Now, when the Kingpin's men get here, let them look through the safe and take whatever they want. It should be all right now."

Anastasia followed Walter back into living-room. "But Walter, what will you do now? Where will you go?"

"Back into hiding," said Walter. "I have no choice; I can't get you involved in this, it would put your lives in danger!"

"Let me come with you, Daddy!" said Felicia. "You taught me everything I know—you know that I could handle it. I could help you!"

"Oh, Felicia," he said, putting a hand on her shoulder. "I don't want this kind of life for you. You deserve so much more, my little princess…" He hugged her again, and as he did so, she stiffened.

"What did you call me?" she said coldly.

"What do you mean?" asked Walter.

"I mean, you've never called me princess," said Felicia, pushing Walter away. "You taught me everything—all of your old secrets! You were the Cat, the world's greatest burglar—and I was your little kitten!" She stared at the man before her, turning the past few minutes' events over in her head. "In fact, if you wanted to get into mother's safe, even without the combination, you could have cracked it yourself in the night and we'd never have even known you were here!"

"What are you saying, Felicia?" asked Anastasia.

"I'm saying, that's not my daddy! He's an impostor!"

Walter Hardy turned to run for the door, but Felicia was faster—and stronger. She grabbed for his arm. The file-folder fell to the floor, spilling papers everywhere. "There aren't any other men coming, are there?" accused Felicia. "You're working for the Kingpin!"

"Get off, sooka!" said Walter, his voice now completely different, and with a thick Russian accent to boot. He slipped between Felicia's arms, but she clawed at his head—and a rubber mask came away, revealing a featureless white face underneath, razed flat by uncounted instances of plastic surgery.

Felicia gasped. "You're the Chameleon!" she cried.
With a quick "Dasvidanyat!" he ran for the door and disappeared, leaving two very stunned women behind.

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A short while later, the Chameleon strode into Wilson Fisk's office.

"Dmitri," said Fisk. "I trust you have what I asked for?"

"Da, although the girl was sharp enough to see through my disguise," said Chameleon. He pulled the CD out of his coat pocket and tossed it lightly onto the Kingpin's desk. "I was actually quite impressed with her."

"That will be all... for now," said Fisk. "Your payment has already been wired."

"Bolshoe spasibo," said Chameleon, although his tone was a bit too sarcastic to warrant the literal meaning of the phrase, thank you so very much.

Once the Chameleon had gone, Fisk turned to the computer on his desk and inserted the disk. It contained mostly digital video footage—diary recordings made by the late J. Walter Hardy, Jr., better known to the Kingpin as the Cat. Here it was, then. All the secrets of the world's greatest cat-burglar... and he was documenting himself as he imparted all of this great knowledge—some of it gleaned over the course of his own lifetime and some of it passed down to him from his own father, John Hardy, Sr.—to his heir, his daughter, his little kitten, Felicia.

None of that was of any interest to Wilson Fisk.

He spent the next couple of hours combing assiduously through the files. There had to be something there—some hint, some clue as to what had really happened. A lot of it was video of Walter putting a young Felicia—ten, eleven, eventually twelve years old—through all kinds of training: obstacle courses, gymnastics, martial arts. The girl showed marked improvements in all areas after the first few months, but then, around the time she turned twelve, her performance spiked. She became incredible—almost a master of stealth and fighting, overnight.

And it was in the last file that he found it. Walter Hardy faced the camera—the background was all in shadows, so there was no way to identify just where it was that he had been recording this—and he spoke frankly. "Felicia, my dear, my little kitten, I've made this diary for you—because I fear that I won't always be around to tell you what you need to know. In fact, I'm sure of it; there are men who want me dead, and I'm telling you this so that someday, you'll know why.

"It all began with my father, your grandfather. His real name was Jack Hardesky—he only changed it to John Hardy after he 'struck it rich', made that last big score and retried from the game. A new name to make himself respectable, I guess. There wouldn't be much to tell if he'd just been a great burglar who retired rich, but he was also a patriot. During World War II, he worked for the Allies as a double agent, mainly against HYDRA and the Red Skull.

"And one day, he discovered HYDRA agents here in the United States, agents who were spying on a very important experiment. This was when Dr. Abraham Erskine and Howard Stark successfully developed their super-soldier serum, the drug which turned scrawny little Steve Rogers into Captain America! And the HYDRA agents stole the formula. My father managed to intercept their communiqués, though, and he had a photographic memory. He memorized precisely where and when HYDRA would try to replicate the formula, to test it... and then, once they did so, he broke in and stole a sample of the drug, and then he sabotaged the formula and destroyed their lab.
"This finished drug—the last known remaining sample of the original Erskine super-soldier serum—has been handed down to me. And, Felicia, I need to tell you where I've hidden it…"

The Kingpin leaned forward eagerly. At long last, this was it! Soon, he would have the power to make an army of super-soldiers, and then New York's so-called super-heroes would be of no consequence to him! He and his empire of crime would become invincible!

"…It was too dangerous to keep. And so I had to put it somewhere safe, where it could never fall into the wrong hands. So I used it—on you, kitten. You're meant for greater things than I ever was. Don't be a mere thief; don't waste your life as I have. I've given you the power to be a hero—"

The recording came to an abrupt end when the Kingpin's fist smashed into his computer, destroying the screen. He stood up, seething with rage, and threw his enormous desk twenty feet across the room. "NO!" he shouted. "I was so close! SO CLOSE!"

A few days later, a resplendent funeral was held for the late Norman Osborn. Many of New York's influential elite were there: J. Jonah Jameson, Wilson Fisk, Anastasia Hardy, Sam Bullit, Roderick Kingsley. Harry Osborn's closest friends were also in attendance. Felicia Hardy came with her mother, and there were Peter and Mary Jane and Gwen, Aunt May and Aunt Anna, Liz and Flash and Kong. Mr. Osborn's assistant, Donald Menken, was once again set to take over Oscorp until Harry turned eighteen, which would be in about a year's time.

This time around, there was much rumor and speculation as to how Norman Osborn had died—just about everybody suspected that he'd finally been murdered by the Green Goblin, for reasons unknown to the world a large—but there was no question as to the fact of his death. That was certain now: there was a body to bury this time. And Peter and MJ were true to their word: they kept the truth a secret between themselves.

Harry Osborn didn't really know what to think. Scarlet Spider had apologized that night; she'd said that the Green Goblin had killed Norman Osborn, and that she'd failed to save him. Was that true? Was the goblin responsible, or was Scarlet Spider? He didn't know. But he hated them both. Pretty much anyone who wore a mask and had "goblin" or "spider" in their name was now persona non grata with Harry Osborn.

During the wake, as the men and women of New York City's upper crust walked by the open casket to pay their final respects to Norman Osborn, nobody noticed when Roderick Kingsley leaned in close and whispered, "I win, you stupid son of a bitch."

After the burial, Harry didn't talk much. Peter and the girls watched as he was led to the back of a limousine. He climbed in and was driven away.

"That's it," said Gwen. She, MJ, and Peter were all heading back to the parking lot; soon May and Anna would drive them home.

"What's it?" asked MJ.

"That stupid joke I made a while back," said Gwen. "About how we could start an orphans' club. Me and Pete, then you, and now Harry too. This is so messed up…"

"Actually, there's something else we haven't told you yet," said Peter. "And I'm not sure if—"
"Harry's dad really was the Green Goblin, wasn't he?" said Gwen.

Peter and MJ looked at Gwen, astonished.

"What? I'm a smart girl, I can put two and two together. And you don't want to tell Harry; that's fine, I get that."

"That's the thing," said Peter. "I'm not sure we should keep it a secret. Maybe Harry deserves to know the truth."

"Wouldn't that just cause him more pain?" asked MJ. "I wouldn't want to know if my dad was a super-villain."

"Your dad already acted like one most of the time," Peter pointed out. "But what if Harry finds out on his own, and he, like, gets all hell-bent on revenge and stuff?"

"Harry? Bent on revenge? That doesn't sound like him," said MJ.

"Not the Harry we know. But he has used the Oscorp performance enhancers before—heck, we thought that Harry might even be the Green Goblin, when he was drugging himself. What if he tries the 00Z again? He might not even remember if he does it!"

Gwen actually looked afraid for a moment. MJ shuddered and then said, "No—no, not Harry, he couldn't."

Before Peter could reply, Anna Watson shouted from the car that it was time to go. And so Peter, Gwen, and MJ all raced over and piled into the backseat for the drive back to Forest Hills, Queens.

• • •

A couple of days later, Peter and Gwen took the bus across town, to the campus of Empire State University. It was to be Gwen's first day on the job as the new intern in the genetics lab. Their conversation had been light the whole way there. As they were getting off the bus and walking over to the lab, Peter asked, "So, the fall dance is coming up. You gonna swallow your pride and actually go?"

"Haven't decided," said Gwen. "I s'pose you're going with MJ."

"Yep," said Pete. "You could ask Harry—that is, if he hasn't asked Liz yet."

"Mr. I'll keep you in mind as an option'? Yeah, I don't think so," said Gwen.

"And then there's Flash…" said Peter, letting his voice trail off suggestively.

Gwen shrugged. "Who knows? If he's got the guts to ask again, I might just give the big lunkhead a chance this time."

"Really?"

"Well… he's gotten better," said Gwen.

"What about Johnny Storm?" asked Peter.

"Yeah, that would work," said Gwen with a nod. "You'd better give him my number the next time you see him."
"Okay, okay…"

They went inside, and there, in the main laboratory, were the Doctors Curtis and Martha Connors, unpacking most of their old paperwork and hauling it into their old offices. Debra Whitman was there as well, directing a couple of jumpsuited workmen who were unloading crates with more sensitive laboratory apparatus.

"Doc Connors!" said Peter, running up and shaking Curt's hand. "Doctor Connors," he said more formally, greeting Martha.

"Peter!" said Curt. "It's good to see you again! And this must be Gwen Stacy, our new high school intern. I hear tell you're a regular chemistry savant."

Gwen turned to Pete and said, "I like him already!"

"Oh, I do not believe this!" shouted Martha suddenly. "Dr. Warren made a mess of everything—the computers, the equipment, the supplies—it's all disorganized, and half of it is missing!"

"Actually, since you've been gone, there've been a couple of break-ins…" said Peter.

"Yes, we'd heard about that," said Curt. "I'm told that most of our tissue-samples were stolen. We're going to have a lot of work to do, to replace what was lost and bring things back up to speed around here."

"I'll start working on a schedule," said Martha, who went off to her office.

"Hey," said Gwen, pointing over at the crates, "who's Mr. Tall-Dark-and-Handsome?"

As the workmen left the last crate in the lab and wheeled the dollies away, Debra started opening the largest of the boxes. A man in his early twenties, with long, black hair, olive skin, and attractive features came up behind her and started to help her with the unpacking. As they chatted, Debra blushed and the young man laughed. Peter couldn't hear what they were saying, but he could tell that the man spoke English with a hint of an Eastern European accent.

"Oh, that's Michael Morbius," said Doc Connors. "He's our new grad student. From Athens, Greece, I believe."

"Actually," said Michael, who came over to introduce himself, "I'm from Macedonia. But I studied pathology at the University of Athens. My specialty is the epidemiology of retroviral diseases."

"Cool," said Gwen with an approving nod.

After some brief introductions, Doc Connors said, "I think you'll both fit in just fine here. Gwen, Peter can show you around the lab before you get started today. Michael, why don't you come into my office, so we can discuss your research program?"

"That sounds fine," said Michael, who followed Curt into the office.

The rest of the day passed mostly without incident, with Peter showing Gwen the ropes; until, near the end of their shift, one of Debra's vampire bats got out of its enclosure and started to flit and flutter around the lab. Debra let out a shriek of surprise, and she, Michael, Peter, and Gwen all dropped whatever it was that they were doing in order to chase down the bat.

Martha Connors came storming out of her office. "What in God's name is going on out here?!"
"One of the specimens is loose!" shouted Debra.

"It's okay!" said Peter. "I've got this!" He climbed up on one of the tables. Okay, he thought to himself, I can't make this look too good; I can't make this look at all spidery. Be clumsy; be awkward. Feigning oafishness, he stumbled a bit as he jumped off the table, catching the vampire bat in midair. "Got it!" he shouted… just before he actually tripped, twisted his body the wrong way, and landed hard on the next table over. Beakers and test-tubes shattered underneath Peter. "Agh!" he cried. "Ow-ow-ow-ow!"

Debra ran up to Peter. "Is it okay?" she cried.

"I'm… ow," said Peter again.

"I meant my specimen!" she said, snatching the bat away from Peter. Debra examined it closely and was relieved to find that the bat was unharmed. Then she lovingly carried the shaking little animal back to its cage, whispering soothing things to it as she went.

"Peter, what could you possibly have been thinking?" said Martha, shaking her head. "Here; those cuts look nasty. I'll help you clean yourself up." She helped Peter to rise, and as he did so, even more blood squirted out all over the table. "Oh, you must have hit an artery!" exclaimed Martha. "You'll probably need stitches!"

"Nah, probably not," said Peter, putting a hand over the gushing wound on his wrist. "I clot fast."

Gwen, meanwhile, looked at the mess of bloody glass-shards all over the table and said, "Why don't I take care of this?"

"All right," said Martha, "but be careful of all the blood. The biohazard chute on the wall over there leads down to the incinerator."

"Got it," said Gwen. She started to clean up the table, while Martha led Peter over to a sink and retrieved a first-aid kit.

Gwen collected all of the glass shards, and she wiped up every last drop of blood with a cloth. And as she worked, a thought occurred to her. She put the mess into a plastic garbage-bag, walked over to the biohazard cute, and then looked around to make sure that nobody was watching her. She walked right past the chute and over to the lockers that Peter had shown her earlier, and she hid the bag inside of hers. Then she ran back out onto the main floor of the laboratory and acted as if nothing had happened.
Assumption

Over the course of the next few days, Peter and Gwen didn't see much of either Mary Jane or Harry. The school play was only a couple of weeks away now, and so MJ had to devote most of her time after school to drama practice—she'd landed the role of Desdemona in Othello. Harry, meanwhile, had apparently sunk into a deep depression again. He pushed his friends away, kept to himself while at school, and always went straight home right after. As to just what Harry was doing when he was off on his own, his friends couldn't begin to guess, and he refused to talk about it.

Peter, of course, was always kept busy between school, his two jobs, and his "extracurricular activities" as Spider-Man. Ever since the Kingpin had mostly thwarted his rivals and assumed unchallenged control over New York's underworld, crime had been on the rise again in the Big Apple—and you didn't really see the Avengers or the Fantastic Four doing much about that. Crime-fighting fell to the street-level heroes, the likes of Spider-Man, Daredevil, Iron Fist, Moon Knight, and a rare few others who felt that they had the responsibility to use their powers to help people wherever they could.

And as for Gwen... well, Peter saw her around at school and at home. Flash Thompson did indeed work up the nerve to ask her to the fall formal again, and this time around, Gwen agreed—her exact words were, and I quote, "Sure, why the hell not?" But mostly, she was putting in a lot of extra hours at the lab.

• • •

One night, about a week later, Gwen crept back into the ESU genetics lab after everyone else had left. She'd already done this a couple of times; she knew what she was doing by now. She went to her locker and took out her "personal project". Gwen had been able to isolate some DNA from Peter's blood, and those precious few samples were kept in a couple of test tubes in a small cooler. From there, she'd been able to draw a serum which, when combined with some of Doc Connors' artificial retroviral particles, ought to have made for a most efficacious mutagenic compound. All that remained were a few final tests to ensure that the DNA samples hadn't suffered from any irreparable degradation during their stint in a garbage bag in Gwen's locker.

She pipetted a few samples of the finished serum onto some slide trays, added a couple of testing enzymes, and waited. After a while, she placed the slides under a microscope and examined them for traces of degradation. Negative... negative... so far, so good... one test inconclusive... negative. The results were as promising as she could have hoped for. This was it; this was her one chance. There would probably never be another opportunity like this again. Sure, it was a risk—one that Peter would certainly never let her take, if only he knew—but Gwen had been a risk-taker all her life, and oh the reward if this actually worked...

She took a syringe and filled it with a dose of the serum, doing some quick math in her head to estimate the proper amount based on her own body mass. Then she cleaned off a spot on her forearm with some rubbing alcohol and a cotton ball, found a vein, and injected herself. The mutagen flowed into her bloodstream—she instantly felt pain, as if her insides were suddenly all on fire. She gasped and nearly doubled over, knocking a metal tray off the table. The tray clattered to the floor. Gwen barely noticed; she just gripped the table with one arm and her stomach with the other. Beads of sweat formed on her forehead first, then all over her body. Her clothes were soaked with sweat a moment later, and she slumped down to the floor and started shaking uncontrollably.

The shakes passed after a few moments, but Gwen still felt nauseous, as if she were going to throw up. Realizing that she had to get out of here before she left any evidence behind, she quickly
staggered back to her feet and started cleaning up her equipment. The slide-trays, the serum, the syringe, the blood and DNA samples—they all went back into the cooler, and that went back into her locker. Once she was satisfied that she'd covered her tracks sufficiently, Gwen then left the lab, stumbling a little bit in her delirium as she went.

She never once noticed that Michael Morbius had been sitting in Doc Connors' office the whole time, watching her from the shadows.

• • •

Peter heard a crash and jumped out of bed. In fact, he was so startled that he jumped straight up out of his bed and clung to the ceiling. It was rare that anything startled him without also setting off his spider-sense. After a moment, he realized what had made the noise: the storm-door which led down to his basement bedroom was open, flapping and crashing in the wind. What in the world? thought Peter, dropping down to his bed again. He was just about to cross the room and close the cellar door, when he noticed movement out of the corner of his eye—someone was in the basement with him, huddled on the floor under a blanket.

"Hey!" said Peter. "Who's down here?"

The blanket shifted. Gwen's head appeared. She looked terrible: her face was flushed, and she had dark rings under her eyes, like she hadn't slept a wink last night. "P—Peter…" she groaned.

"Gwen? What are you doing in my room? Wait, never mind that, what are you doing on the floor?"

"I… feel sick…" said Gwen. She moaned again. "I think… I did something really stupid last night…"

"Got drunk at a party, huh?" said Peter. He went over to help Gwen up. "Come on, let's get you some breakfast. At least it's Saturday and we don't have to worry about school…" But when he tried to lift up the blanket, it wouldn't come off of her. So he pulled a little harder; and he found, to his dismay, that the blanket was stuck to Gwen's body by a sticky mass of spider-webbing. "Gwen, were you playing with my web-shooters again last night? You know how expensive the web-fluid is."

"Unh… don't think so… don't remember…" she mumbled.

"Jeez, you really are out of it." He put some spider-strength into his efforts and tore through the webs, finally ripping the blanket free. "You really ought to—WHOA—"

Peter jumped back in astonishment. Gwen also had a look of shock and awe on her face as she looked down at herself. The tank-top she'd been wearing last night had been shredded; the scraps of it that remained only barely preserved her modesty. That was almost an afterthought, though, because Gwen Stacy had grown four extra arms.

"Gwuh… six… six arms…" sputtered Peter.

Gwen couldn't even muster up that much in the way of coherent speech. She just started to scream, at least until she clasped two of her hands (the middle ones from either side) over her mouth.

Neither one of them moved for several minutes. Finally, Peter realized that he'd just been standing there and staring dumbly. "Okay. Okay, we can figure this out. This must be, like, a side-effect from that red symbiote suit that Eddie made—"

"No, Peter—no," said Gwen. She reached out with two of her left hands and gripped Peter's forearm
""I did this. To myself."

"You did this."

She looked away in shame. "I... I kept some of your blood. From the accident in the lab the other day. And I thought, I just, I don't know... I just wanted..."

"Oh my God," said Peter, once he realized what Gwen was saying. "Oh my God! Gwen, do you—do you have any idea how dangerous, how completely stupid that was?! Nobody in the world—freaking super-geniusies like Reed Richards and Bruce Banner—nobody understands how all this mutation stuff really works yet! The science is so, so way beyond us right now, and you—you—you thought you could just—"

"Turn myself into a freak?" finished Gwen quietly. She was now hugging herself with all six arms, which made her look supremely pathetic and almost as sorry as she actually felt.

"Oh... oh, Gwen. I'm sorry; I didn't mean to blow up like that," said Peter. "You know me, I worry—neurotically—especially about the people I care about." He wrapped his arms around Gwen in a brotherly hug. "We'll fix this. I'll ask Doc Connors to whip up some of that anti-mutagen compound that he uses to keep his lizard problem under control."

"And you think he'll just give you some, no questions asked?"

"He will if Spider-Man asks him to. He owes me one."

"Thanks, Pete. That is a huge relief!" She tried to break away from Peter's embrace, only find that they were now webbed together. "Eew," they both said at the same time.

"I am so glad that Mary Jane isn't here to catch us stuck together like this," said Peter. Then a thought occurred to him. "Where are these webs even coming from? You aren't wearing web-shooters."

"I must be making my own somehow," said Gwen. They pushed against each other until the webbing finally broke. Then Gwen aimed one of her hands at the wall, pushed her middle and ring fingers against her palm, and... nothing. She tried other hands, other finger positions, other motions with her arms and wrists. "Go, web! C'mon, ya gotta come out of there somehow..." But there was nothing, nada, zip, zilch—she was sans webs.

"Maybe you're overthinking it," said Peter.

"Okay..." She shook all six of her hands to loosen up the muscles. "Don't think... just make a web..." And then something came to her. When she'd been wearing the Carnage suit, she didn't have to think to spin webs—she just pointed, and the webs came out. Like it had been instinctual. So she tried that now, pointing her index and middle finger at the wall, and—schlorp, fssshhh—web-fluid secreted from the skin between her fingers, flowing forward and spinning itself into a web-line by the time it left her fingertips.

"Organic webbing," said Peter. "That's fascinating! ...And icky."

"Whatever; it's awesome!" said Gwen. She tried all six arms, firing web-lines in different directions and then tying them all together in the middle of the room. Then she jumped up and clung to the center of her room-spanning, makeshift spider-web and said, "Check it out; I'm even more spidery than you, Pete!"

"You realize, of course, that when Aunt May sees you like this, she's gonna blow a gasket."
"Then I guess I'd better lay low until you get me some antidote," said Gwen. "But until then," she flipped upside down on the web and hung there, "I'm gonna enjoy this! Hey, can I borrow your spare mask? I might wanna go web-swingin' around later on!"

Peter felt a headache coming on; he closed his eyes tightly and pinched the bridge of his nose. "I'm telling Aunt May before she comes down here, sees you, and has another heart attack." Then he went over to the nightstand beside his bed, picked up his cell phone, and dialed Mary Jane. There was no explaining this with words; she would have to come over and see it for herself.

While Peter and Mary Jane stood by and watched (with MJ staring, bug-eyed), Gwen sat at the Parkers' kitchen table, looking suitably contrite. Moments ago, Aunt May had exploded into the mother of all angry lectures. Now she stood before Gwen, her lips pursed tightly together, her arms folded, tapping one finger on her elbow. "And so what have we learned?" May finished.

Gwen sighed. "…No more mad science," she recited.

"That's right," said May, "It's dangerous, it's irresponsible, and it's damned inconvenient! Until you and Peter figure out how to fix this, you won't even be able to leave the house!"

Mary Jane cleared her throat. "Um, actually… I have an idea for that." When she'd first arrived and seen Gwen's condition, she'd been horrified. But now that it was sinking in, she was actually finding it pretty funny. In fact, she was having a hard time not laughing her ass off every time she looked at Gwen. Still, she wasn't without sympathy—hence her focus on how Gwen could go on living in the meanwhile.

"I'm all ears," said Gwen.

"And arms—" started Peter, until Gwen glared and shut him up.

"Well," said MJ, "obviously nobody can see Gwen Stacy with six arms. That would be too weird and attention-getting. But until Peter comes back with a cure, you could go full-time super-hero identity. I mean, that's what I'd do if I were in your shoes."

"Or gloves—" said Peter, only to be stopped by Gwen saying, "Can it!" To emphasize her point, Gwen shot a blob of webbing at Peter's mouth; he caught it with his hand.

"Hey, that's my move," said Peter.

Aunt May rubbed her temples and groaned. "Three super-powered teenagers… the grocery bills alone are going to drive me bananas."

"Trust me," said MJ, "we can make this work. Gwen just needs the right super-hero name. And, obviously, a costume." She was grinning now, like she had a secret that she was dying to tell.

"Ooh, ooh, how about… Arachne? Or the Black Widow?" said Gwen, holding up all six of her hands like claws and making a scary face.

"I think those are both taken," said Peter.

"Just… wait here a moment," said MJ. She ran out to the backyard, jumped over to her house, and went up to her room to get something. She came back into the Parkers' kitchen a moment later, carrying a bundle of black cloth. She spread this out on the kitchen table, revealing a black costume with a white spider-emblem—actually rather Venom-esque in its design—and a black and white
mask very similar to her Scarlet Spider mask, in that it covered her face completely but left the top open for her hair. "I, uh… I was thinking of trying out a new identity, something with a slightly less 'villainy' reputation. Maybe call myself 'Spider-Woman' or something. But… well, it's yours if you want it, Gwen."

"Yeah, sure," said Gwen. "Thanks, MJ." She picked up the costume that Mary Jane had made, so that she could get a better look at it. They were about the same size; it would probably fit without much alteration. Then she added, "I'm gonna have to cut some extra arm-holes."

MJ nodded. "That goes without saying."

Peter went for the basement door. Since it was the weekend, Doc Connors wouldn't be in the lab, so there'd be no point in checking ESU. "I'm gonna go see if I can find the Connorses' new address," he said. Then he went downstairs to change into his own Spidey costume, and to boot up his computer and run a Google search.

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Peter, Mary Jane, and Gwen all swung through the city together, Peter and MJ in their respective Spider-Man and Scarlet Spider costumes, and Gwen wearing the black Spider-Woman costume that MJ had made—black sleeves and white gloves covering only her two uppermost arms, the other four left bare and protruding from ragged arm-holes hastily cut into the sides of the costume. Thanks to those six arms and the power to spin a web from any one of them, Gwen was actually quite a bit faster than either Pete or MJ at web-slinging. She took to it like a natural, and she was having the time of her life—swinging way ahead of her two companions, doing a flip in the air or bouncing off a rooftop and then doubling back, shouting and whooping with joy the whole time.

"YAAAHHHHOOO! Hey, look out where I'm swinging—hey, watch it, I'm Spider-Woman over here! WOO-HOOOOOO!"

But even though Gwen was fast, she wasn't exactly graceful. Compared to her, Peter and MJ were like a pair of synchronized swimmers dancing through the air together. At one point, MJ shouted, "Hey Tiger, catch!" and let go of her web-line at the top of an arc so that she'd sail high up and then come back down just as Pete were reaching the apex of his own swing. He caught her easily and kept swinging along with MJ held tightly in one arm, never missing a beat. And now that they were swinging together as one, it was possible for them to converse more easily. "Gwen certainly seems to be enjoying herself," said MJ.

"I'm worried," said Peter. "It's like watching a toddler play in the street."

"Oh, let her have her fun," said MJ. "Once she's cured she won't be able to do this anymore."

Just then, Gwen swung past them, backwards and upside-down on two web-lines. "Wooo! Maybe I'll change my mind and stay like this! Yeah!" And then she was out of earshot again.

"She'd better not…" grumbled Peter.

"Don't be a curmudgeon," giggled MJ.

"I'm not being a curmudgeon, I'm—" Before Peter could finish his answer, he felt his spider-sense tingling, and Mary Jane felt it too. So it hardly came as a surprise when Peter pushed her away as hard as he could. She pushed back with equal force, both of them spinning new web-lines to stay aloft. At the spot where they'd been swinging only half a second ago, a rocket-propelled grenade detonated into a fireball.
"Whoa!" cried Peter, swinging over to a rooftop. Mary Jane followed him over, and a moment later Gwen found them and landed too.

"What was that?" asked MJ.

"Some kinda missile, maybe?" said Gwen.

"Uh-oh," said Peter. He pointed, and the girls turned to see a huge mechanical thing lumbering towards them as it walked across the rooftops. It was the size of a large pickup-truck, with eight mechanical limbs and a flexible, segmented tail which made it appear vaguely like a giant robot scorpion covered in shiny armor of chrome and steel.

"The hell is that thing?" said Gwen.

• • •

On the 87th floor of Fisk Tower, Wilson Fisk had set up an elaborate entertainment apparatus. An enormous projection-screen TV allowed the assembled city officials and members of the press to see through the eyes of the Spider-Slayer prototype—to witness the coming battle from its perspective. Spencer and Alistair Smythe were there, of course: Spencer, as the Slayer's inventor, was the man of the hour, the star of Fisk's little show. But Fisk had also made sure to invite as many other distinguished guests as he could. Sam Bullit, who was running for mayor and already in full campaign mode, simply had to be there—he was running on an anti-vigilante, law-and-order platform, so a program like the Spider-Slayer was right up his alley. Captain Jean DeWolff was present as well, at the request of the police commissioner—all police matters that involved super-hero types were officially her purview, and so she was there to act as a consultant and to be the NYPD's eyes and ears. And then there was J. Jonah Jameson.

One might suppose that old Jolly Jonah was there because his two top reporters were unavailable. Ben Urich was over at the County Courthouse, covering the parole hearing of Sergei Kravinoff. Last spring, Kravinoff had come to New York City to hunt the world's most elusive prey—Spider-Man—only to get soundly whupped by the super-powered teen. And so he'd gone to Dr. Miles Warren at the ESU genetics lab and requested an augmentation, to level the playing field. Warren had obliged, for a price, splicing feline DNA into Sergei's genome, transforming him into "Kraven the Hunter". But Spidey had won the rematch too, and so Kraven had been in jail for the past half a year now, mostly for assault and property damage. Since there was technically nothing illegal about turning oneself into a mutant lion-man, that didn't really enter into the matter of whether he'd get out on parole. As for Jonah's other top man, Ned Leeds, well… he'd been missing for nearly four days now. Ned hadn't shown up for work in all that time, and neither was he answering his calls. Betty Brandt, who was dating Ned, was fairly distraught; but Jonah just assumed that he was being a lazy bum and that he'd have to fire Ned whenever he did finally have the audacity to show his face at the Bugle office again. One might imagine that these circumstances were what put J.J. in that office with Fisk, Smythe, and the others.

But the truth was, he just really wanted to see a giant robot open a can of whup-ass on Spider-Man.

"Hah, did you see that?" Jonah cheered. "I'll bet that creepy wall-crawler doesn't stand a chance!"

"That looked like military-grade firepower to me," said Captain DeWolff. "Smythe, what are you doing to minimize the risk of property damage—never mind civilian casualties?"

"Ah, I'm glad you've brought that up," said Spencer. "My Spider-Slayer is actually attuned to detect the subtle, bio-electric rhythms and vibrations unique to arachnid physiology. It will not attack an ordinary human being. But a spider—or a Spider-Man—will register on its sensors as a target to be
eliminated." Spencer was standing before a podium, upon which rested a computer and several controls. While the assembled crowd watched, Spencer tapped a few keystrokes and brought up another display on the main screen, a sort of radar for bio-rhythms. As the Spider-Slayer's sensor arrays swept the area, three bright spots "pinged" on the radar display—with one of them appearing much brighter than the other two. "Oh, my," said Spencer. "As you can all see, the Spider-Slayer has tracked down three targets. The A.I. will now zero in on the most powerful signal and engage immediately. Observe."

Jonah rubbed his hands together and lit up a cigar. "I can't wait!"

• • •

Peter, Mary Jane, and Gwen all spread out on the rooftop. The robotic scorpion-shaped thing turned the cameras mounted on its "head" to face Gwen. Gwen feinted first to the right and then to the left; the robot's eight huge mechanical legs clanked and clattered underneath it as it shifted position so as to always keep Gwen firmly within its sights.

"Uh, guys?" said Gwen. "I think it likes me."

"Okay, just… stay calm," said Peter. "Those things on the head-section are obviously cameras or sensors, so if we can web those up, that should blind it."

The robot had other ideas, though. Forward-mouthed mini-guns started spewing high-caliber tracer rounds, hundreds per second. Gwen was forced to use all of her concentration dodging, flipping, staying out of the way. "Hey, I've been meaning to ask," shouted Gwen breathlessly, "that tingly feeling, that means something bad's gonna happen, right?"

"I guess that means she has spider-sense," said MJ, leaping into the fray with Peter. The two of them aimed their web-shooters at the robot's head and fired… only to see their webs slide harmlessly off the mech's chromed surface.

"What the…?" Said MJ.

"Maybe it's Teflon-coated," said Pete, half-joking.

"Okay then," said MJ. "Impact webs." She clicked the proper cartridges into place in her web-shooters; Peter did the same.

"Any… day… now," heaved Gwen, who was getting pretty tired of being shot at.

Peter fired a few gobs of impact webbing at the robot's head; Mary Jane shot mostly at its legs and body. The webs exploded into a huge, sticky white carpet, and the thing finally stopped firing its guns. Gwen slumped down to the rooftop to catch her breath. "Thanks," she said, giving her friends three thumbs-ups with her right hands.

And then the robot shrugged the webs off and rushed at the trio.

"Aw, come on!" said MJ. "Doesn't anything stick to it?"

"I'll bet it's designed that way," said Pete, diving out of the way as the robot bull-rushed him. "Even money that we don't stick to it either."

Now the Spider-Slayer aimed its scorpion-like tail at Peter and sprayed—something. A greenish stream of gunk struck the concrete at Peter's feet and burned a hole through it. He leapt back and yelped, "Acid—it's got acid!"
"Oh yeah?" said Gwen, who was back on her feet. "Well I'm gonna neutralize it." With bad chemistry joke accomplished, she ran straight at the robot and balled several fists, thinking to pummel it into submission with bare hands alone. It turned with surprising agility and sprayed something out of its "mouth", coating the floor under Gwen's feet with a potent lubricant. She lost her balance and went skidding past the Slayer, nearly colliding with Peter. Then the Slayer faced MJ and fired several small projectiles; she dodged most of them, but one came close to her, triggering a proximity sensor. It burst into a wire-mesh net that engulfed MJ and pinned her to the floor.

"A net?!" said MJ, annoyed. "Seriously?" She struggled, but the metal mesh only stretched and strained. She couldn't break free.

The Slayer stalked menacingly towards MJ, a wicked-looking blade emerging from its front-section. Clearly, its A.I. was designed to prioritize killing incapacitated targets over eliminating continued threats.

"I've got you, Red!" shouted Peter, who leapt over the Slayer, past its failing tail-appendage, and landed in front of it. He scooped up MJ in his arms and managed to only just yank her away before the blade pierced the concrete rooftop where she'd been pinned.

"Hey, ugly!" said Gwen. "You forgot all about me!" She reached out with six arms and grabbed the robot at the base of its tail—and tried to lift. Now, this thing was huge—and at least a few tons in weight—and Gwen didn't even know yet if she had MJ or Peter's kind of strength. She just pulled as hard as she could, straining her muscles, using every last ounce of physical might that she could muster up…and then something else happened.

Her arms started glowing with a weird, greenish-yellow light. Electricity surged through the robot, shorting out systems, blowing up cameras, causing weapons and other instruments to emerge from within the robot's armored chassis, whirl around for a bit, and then slide harmlessly back into their casings. In short, the Spider-Slayer was going haywire, and Gwen was somehow causing the energy-surge. More than a little surprised, she jumped away, even as the slayer collapsed into a twitching mass of metal and wires that soon shut down completely.

Peter pulled Mary Jane free of the net. Then the two of them walked over to a very astonished Gwen. "Gwen…" said Peter. "What was that?"

Gwen looked down at all six of her hands and said, "I have no friggin' clue."

• • •

"Another one!" Jameson had shouted, while the assembled crowd had been watching the fight from Fisk's office. "And it's some kind of six-armed, mutant freak!"

But in the middle of everything, the transmission from the Spider-Slayer had suddenly and without explanation gone offline. Fisk got up from his desk and stalked over to Spencer. "Smythe, what's happened?"

"I… I don't know," said Spencer, frantically trying several controls. "Everything is dead; I have no connection to the prototype."

Alistair wheeled over to his father's computer and looked at some of the readings. "Communications haven't been disrupted on our end. It must be something they did to the robot."

"Smythe, get it working again," growled Fisk darkly. "I can't have this embarrassment putting a stain on my program!"
"Everyone here is well aware that the Slayer is just a prototype," insisted Smythe. "A first crack—an experiment! The data we've already collected will be invaluable for building a production model. We know what we're up against now!"

Fisk looked over at the assembled officials. Jameson was furiously scribbling notes down into an old-fashioned notepad. Sam Bullit was looking uncomfortable, almost as embarrassed as Fisk. Jean DeWolff and several others in the crowd, especially those connected with the NYPD, were more amused than anything else, and some of them were already chuckling. He turned back to Smythe and said, "Fine. But if the finished model fails to deliver, you're through. Do you hear me?" Then Fisk went off to address the crowd and hopefully end this debacle with some of his dignity still intact.

Alistair looked up at his father and said, "This is the man we're working for? Father, we can do much better—"

"Hush now," said Spencer. Alistair didn't know what Fisk had promised him, and the old man wanted to keep it that way. There was no sense in getting the boy's hopes up in case this project—like so many others before it—fell through.
Transformation

After the battle, Peter instructed Gwen and Mary Jane to tear apart the mechanoid scorpion and scour the parts for labels, serial numbers, anything they could use to track it down. The girls got down to business ripping through its steel armor; and Peter went off to find Curtis Connors.

He swung a few more blocks until he came to an apartment building, where he clung to the wall and rapped on the window. "Hello? Anybody home?"

It was actually Curt and Martha's son, Billy, who came to the window and opened it up. "Whoa! Spider-Man!"

"Heya, kiddo. Is your dad around?"

"Yeah, sure," said Billy, more than a little star-struck. "I'll go get him. Hey, Dad! Spider-Man's here!" While Billy ran off to find his father, shouting at the top of his lungs the whole way, Spidey crawled inside through the window and made himself comfortable in the Connors' new living room.

Curt and Martha both came into the room a moment later. "Spider-Man," said Curt. "Is there something I can help you with, or is this a social call?"

"If only," said Spidey. "I… jeez, I don't even know how I could explain, so I'll just ask. Do you have any of that 'gene cleanser' stuff on hand?"

"My adaptive anti-mutagen?" said Curt. "Yes, as a matter of fact I always keep some ready, just in case I were to… well, you know. How much do you need?"

"Just one dose should be enough for now," said Spider-Man. "It's for… um, a friend. Who had a small accident."

Doc Connors went to his kitchen refrigerator and pulled out a tray of stoppered vials, each containing a bluish liquid. He took one of the vials, fitted it into a hypo-injector, and came back out to the living-room. "Here you go," he said.

"Thanks, Doc. This'll be a big help."


Martha asked, "Spider-Man, is there anything more you can tell us about this 'friend'? Or about what happened?"

"No, not really," said Spidey as he climbed onto the window sill. "Sorry; super-hero professional courtesy. We have a thing about secret identities." Hypo-injector in hand, he jumped out the window and went to meet up with MJ and Gwen again.

• • •

Back at the site of the recent battle, Peter landed on the rooftop. Mary Jane and Gwen stood there waiting for him, along with the scrap-pile that had once been a giant mechanical scorpion.

"Check it out," said MJ. "Practically every part with a label on it came out of Fisk Enterprises."

"Fisk," said Peter. "The Kingpin… this must be that Spider-Slayer that J.J.'s been banging on about in the editorial pages."
"There's gonna be 'slayers' after us now?" asked Gwen. "Not cool."

"Well, after us, anyway," said Peter. "But not you. I got the cure." He held up the hypo and said, "Do you want it now, or should we go home first?"

Gwen shrugged. "Might as well take care of it now. Like peeling off a band-aid, you know?"

"Give me an arm," said Peter. "You've got plenty, after all…"

"Couldn't resist, could you?" said Gwen. She held out a hand and said, "Here, I'll do it." She took the hypo-injector from Peter and hesitated, sighing. "I wish this woulda worked. I so wanted to be you guys' partner."

Mary Jane and Peter didn't have anything to say to that, but MJ took Peter's hand and held it tightly while they watched.

"I guess it's for the best," said Gwen, finally injecting herself in the arm. "I mean, what if I didn't take the cure? Then I couldn't go back school, or go to the dance with Flash on Monday, or… or ever do anything normal, right?"

"Yeah," said Mary Jane. "Doing the super-hero thing is cool, but it's not worth it if you have to give up everything else in your life."

"I s'pose not," said Gwen, who looked down at her arms and waited for the changes to reverse themselves. She wondered what exactly would happen. Would the extra arms just shrink back inside of her? Or would they shrivel up and fall off? Maybe they'd just disintegrate into powder… "Whoa," said Gwen as her arms started to change color.

"Um, is it me, or is Gwen starting to get kind of… hairy?" asked MJ.

"It's not you," said Peter, staring.

Black bristles started to sprout all over Gwen's arms, and chitinous plates emerged through the skin. Gwen tore her mask off and screamed—she now had eight beady spider-eyes on her head, and her jaw was growing mandibles. She tried to say something, but it came out as a wordless gurgle. Her body also grew in size, tearing through her costume.

"Gwen?! Holy crap…" breathed Peter.

MJ stepped forward and reached out a tentative hand. "Gwen… are you… okay…?"

Gwen answered by rearing up on her hind legs, spreading out all of her clawed arms, and roaring at the sky. Then she blasted webbing from spinnerets in all six of her claws and her brand-new spiders' abdomen, all over Peter and Mary Jane, and sticking them the rooftop. Neither of them had felt any warning from spider-sense, and now they discovered much to their dismay that Gwen's webbing had become incredibly strong—they struggled, but neither one of them could break out of it.

Gwen—or the monster that had until recently been Gwen—roared again and leapt off the rooftop. She fired another thick blast of webbing and went swinging away. Peter and Mary Jane were left there, stunned and helpless, and horrified at what had become of their friend.

In was more than an hour before Gwen's super-webbing had dissolved enough that Mary Jane was able to break free. She quickly freed Peter too, and they both went straight over to Doc Connors'
home again. Peter knocked on the window and shouted, "Doc? Hey Doc! Doc Connors!"

Curtis came to the window a moment later and opened it up. "You're back… what's happened?"

Spidey and Scarlet crawled inside. "It didn't work!" said Peter, his voice full of panic. "The cure, it just made things worse, and now our friend is—Doc, you've gotta help us!"

"Okay, slow down," said Curtis. "I still don't even know what's going on here, so I think you'd better explain things this time." He cast a sidelong glance at Scarlet Spider, who he'd never met before, and who remained disturbingly silent during this exchange.

"Uh—okay, it's like this. Me and Scarlet Spider, we have this friend who's in on our secret identities and knows that we have powers, and who I guess got a little jealous. Without my knowing, she took some of my blood and made a serum and tried to give herself spider-powers, and it kind of worked for a while, but then we gave her your 'gene cleanser' and instead of curing her, she's mutated into this, like, giant spider-monster thing!"

"Exponentially accelerated mutation," said Curtis quietly, sitting down on his living-room sofa. "Spider-Man, can you tell me how you got your powers?"

Peter didn't want to divulge too much here, since it was Doc Connors' own super-spiders which had been responsible. "Uh… well, spider DNA spliced into mine by a retrovirus," said Peter. "We're pretty sure the same thing happened to Scarlet Spider here."

"Nice to meet you, by the way," said MJ.

"Likewise, I'm sure," said Curtis, who was now too deep in thought to pay her much attention. "And any serum that could be made from your blood would also have whatever remained of the same viral matter, plus your own DNA, which may very well have adapted to the presence of the original mutagen as your own mutation stabilized. In which case, my anti-mutagen would have no effect whatsoever on you—and a completely unpredictable effect on your friend. But it sounds like, from what you're saying, your friend's mutation was still unstable, in which case the cure was actually able to combine with the original mutagen to create a mosaic virus with a much more powerful mutagenic effect."

"So what can we do?" asked Peter.

"Nothing, until I can see a blood or tissue sample," said Doc Connors. "Without seeing the effects of the mutating agents first-hand, I'm afraid there's simply nothing I can do to work on a better cure."

Peter thought fast. "What if… I were to give you some of my blood? To experiment on? See what happens when you make a serum from it, combine it with normal blood, and treat it with your cure?"

"Hm…" said Curt, stroking his chin. "Well, that would be more data than I have now, but I could still only go so far without having DNA from the subject you want me to cure."

"All right," said Spider-Man. He rolled up the sleeve of his costume and said, "Take as much as you think you need. Then we'll go find you that tissue sample."

"And stop our friend before she gets hurt," said MJ, "…or hurts somebody else."

• • •

And so Doc Connors took what he needed to begin his tests, and he went over to the ESU labs. Peter and Mary Jane took to swinging around the city, looking for any sign of Gwen. But after hours
of searching with no luck, it became apparent that the trail was cold: the creature that Gwen had
turned into knew how to hide—and apparently, she didn't want to be found.

"Ugh, I can't believe that Gwen's turned into a monster again," said MJ.

"I can't believe she did it to herself," said Peter. They turned their web-slinging in the direction of the
Baxter Building. "Let's go find Johnny and see if he'll help us look. If we tell him it's to help Gwen,
I'm sure he'll be all over it."

But when they arrived at the home of the Fantastic Four, they found to their great dismay that New
York's famous foursome was absent. The place looked deserted; for all they knew, the FF might
have even been out of the country—or, heck, knowing them, off the planet or in another universe.
You never could tell with those guys.

"Now what do we do?" asked MJ. "Do you think SHIELD could help us?" She and Spidey
remained clinging to the side of the Baxter Building as they discussed their options.

"Honestly, I'm a little worried about what they might do to Gwen if we ask," said Peter. "No, let's
keep trying to find her on our own." Then Peter's cell phone rang. "Uh-oh; it's Aunt May."

Peter answered the phone. Sure enough, May was calling them to get an update on their progress—
she'd seen their fight with the Spider-Slayer on the evening news, and she wanted to know whether
they were all okay and whether Gwen had been cured yet. Peter tried to be evasive with his answers,
but naturally, that didn't work with May. And so, on pain of verbal drubbing from his aunt, Peter was
forced to explain everything that had happened. Gwen was a mutant creature now, they were
searching for her, and they couldn't find her. May's response was eminently practical: come home for
now, even super heroes needed to eat dinner, and Gwen was sure to turn up eventually. Neither
Peter nor MJ were all that keen on giving up the search, even temporarily, but May was right—there
was nothing they could do until Gwen chose to resurface.

• • •

Around that same time, Dr. Curtis Connors finally finished with his initial tests at the ESU genetics
lab. They weren't promising. Without knowing precisely how Spider-Man's mysterious friend had
made a serum from his blood, Connors was working blind. He ran a few preliminary tests—Spider-
Man's blood had some truly amazing properties—but what he learned was disheartening. The
combination of a basic mutagenic serum with his own anti-mutagen compound resulted in a highly
unstable mosaic virus which caused the DNA from the invading species, spiders in this case, to
completely overwhelm and overwrite the host's human DNA. If there was a way to cure that, he was
at a total loss.

It was still possible that with a blood or tissue sample from the patient, he might be able to figure
something out. But as of right now, he wasn't very hopeful—and that would be the disappointing
message that he would have to deliver to Spider-Man the next time he saw him.

As he cleaned up his equipment and prepared to lock up the lab for the evening, he looked down at
the stump where his right arm was missing and sighed. His attempt to heal that had been a dismal
failure too—no, more than that, it had been a disaster. He'd unleashed an unnatural genetic terror on
the world. This situation was just another example of the thing that had become his greatest fear,
come to life: that his own work in cross-species genetics could lead to another person losing their
humanity, becoming some horrible thing that inflicted pain and misery and death on the world. Curtis
Connors couldn't stand the idea that that might be his legacy.

But if he couldn't even fix this spider mutation-disease which had afflicted Spider-Man's friend…
well, there was no point in giving up hope yet, not until he had all the data. He finished his tasks and
left the lab, taking his samples and results with him.

After a while, Michael Morbius came out onto the laboratory floor and turned the lights on. He
sighed with relief; he'd been worried that Connors might have decided to stay in the lab all evening,
in which case he'd miss his own chance. He went over to Gwen Stacy's locker—he'd come prepared
with a crowbar—and busted it open. The cooler was still there. The Stacy girl had been doing
something curious; Michael was determined to find out what. But the girl hadn't left any lab-notes
with the samples of whatever it was that she'd injected herself with.

Michael brought the samples over to a work-table with a microscope and computer. He pulled out a
tape-recorder and switched it on. "Beginning initial assessment," he said. "Michael Morbius,
graduate student in pathology and epidemiology. I came to New York City to join one of the world's
most advanced genetics labs… out of hope." As he spoke, he worked, taking samples of the blood,
the isolated DNA, and the finished serum, and examining each. "All my life, I have suffered from
anemia. It was only after I became interested in medicine that I learned the full truth—my particular
disease is genetic. A progressive hemoglobin deficiency, which will kill me in five to ten years—
unless I discover a cure."

He completed his initial examination of the mysterious blood-sample. "Oh, my," he breathed. There
was… promise here. Something that might just possibly prove extraordinary. He had no idea where
this blood had come from, or what gave it its unusual properties, but they were… a ray of hope. The
beginnings of a miracle.

He sat back from the microscope and considered his options. He could pack everything up and wait,
ask the Stacy girl where she'd gotten the blood from. They might even be able to collaborate on his
experiments. And he knew that she'd been working on this after hours, trying to keep it a secret from
the two Doctors Connors—he'd have that to hold over her if she refused.

On the other hand, here was his chance to try something radical. Five years… that was his timetable.
It really wasn't all that much time—certainly not compared to the slow and sporadic advancement of
medical science. In times like these, risks were necessary. Still, Michael Morbius was concerned with
mainly one thing: preserving his live. Saving his life. He wasn't about to put his health at risk on a
chance. Miracle-cures had failed him before.

He spent a long time staring at the little vial of finished serum that he held in his hand. What would
this do to him, precisely, if he were to inject it into his bloodstream, as Gwen Stacy had done? By all
indications, the person that the blood originally came from should have possessed some remarkable
healing and regenerative capabilities. Perhaps it was mutant blood. Was Gwen Stacy secretly a
mutant? Was she trying to cure herself of a mutation? Michael couldn't begin to guess.

Overhead, he heard fluttering and squeaking. He laughed aloud and said, for the benefit of his tape-
recorder, "Ah. One of our other graduate students here, Debra Whitman—a very charming girl, I
should add; I like her very much—studies the common vampire bat. But her specimens have a
tendency to get loose from their enclosures. It seems that I must set my work aside for the moment
and catch her stray pet."

Michael set down the vial of serum and climbed up onto the table. "You know, it is funny. One of
our young interns—Parker, I think his name was? He caught the last one, but—clumsy child—fell
onto a table and cut himself." He saw the bat flitting overhead and reached up a hand. "Here we
are… come here, my little—YAHH!" The bad suddenly panicked and dove at Michael's face,
chirping, fluttering, scratching and clawing. Michael fell backwards, landing right on top of Gwen's
samples, smashing the vials and test-tubes underneath him. He hit his head and lost consciousness.
The vampire bat fluttered down to the table and started lapping at one of the open wounds where Michael had cut himself and the blood was flowing freely.

• • •

That night, Harry Osborn sat at the desk in his father's study. The desk was strewn with newspaper clippings—headlines, pictures, articles. Some of them were more than a year old; some were fairly recent. "Who is Spider-Man?" "Masked Menace Webs City!" "Spider-Man vs. the Green Goblin!" "The Goblin Unmasked—Norman Osborn!" "Osborn Cleared—Green Goblin Attacks Party." "Scarlet Spider, Webbed Woman of Crime!" "Gang War: Big Man, Kingpin, Goblin!" "Scarlet Spider, Electro Jailbreak." "Spider-Man and Scarlet Spider, Partners in Crime?" "Who is the Hobgoblin?" And underneath more than a few of the pictures: "Photography Credit: P. Parker."

Harry had pinned a few of the articles to a bulletin board that he'd hung on the wall. He added colored yarn, so that he could draw lines between the stories, to help him make connections—help him think it through. As the articles filled the board and then spilled over the edge, the lines of yarn became a web of interconnections. There was something there, something that Harry was missing… and he couldn't see it.

Suddenly enraged, he pushed the pile of newspaper clippings off his desk, strewing them messily all over the floor. This wasn't going to accomplish anything. It certainly wouldn't bring his father back. But then, that's not was Harry was after. He just wanted the truth. And if you wanted to learn the truth about a secret, that meant hiring someone to investigate until they dug it up.

He sat back down at his father's desk and sighed. What could a private detective possibly learn about the likes of Spider-Man or the Green Goblin? These were super-heroes and super-villains, people with powers and resources… well, thought Harry Osborn, he had resources too. Or, he would, when he turned eighteen and could finally take the reins of his father's company, his assets. Unless… he picked up the desk phone and dialed a number. "Hello, Menken? It's Harry. When's the next board meeting at Oscorp? … Thanks. Yes, I am going be there—I'd like to speak to the directors in person. … Well, that's a little surprise. For me to know and them to find out." He hung up and started looking through his father's contacts. He was going to need a damned good lawyer.
Desperation

Chapter Notes

See the end of the chapter for notes

Sunday came and went, and Monday arrived. Still there'd been no sign of Gwen. Now it came down to it: Aunt May was forced to call the school and tell them that Gwen had caught the flu and would be staying home for the next few days. She also kept Peter home on the same excuse, saying that he'd been exposed and could spread it to the other students. Mary Jane, unfortunately, had no such excuse—she couldn't tell Aunt Anna the truth, and so she had to go to school. Since this was also the night of the fall dance at Midtown High, it also fell to MJ to make an excuse for Gwen with Flash—to pass along the message that she wanted to go, but was sick and couldn't make it.

Thus Peter was free to spend the day searching for Gwen. He began in the same part of Midtown Manhattan where her transformation had occurred, and then he searched the surrounding neighborhoods, but with no luck. He considered the possibility that she might have tried to come home, some semblance of human memory overriding whatever instincts she now possessed as a spider-creature; but swinging all over Queens that afternoon turned up nothing either. He was starting to think that he would have to seek help from SHIELD after all.

• • •

Harry Osborn walked into Oscorp's brightly-lit, top-story board-room, accompanied by a grim and dour-looking attorney. He walked to the head of the table, to the seat presently occupied by Oscorp's interim CEO, Donald Menken. "Donald? May I?"

Menken was a wiry, middle-aged, bespectacled man who looked as if been born and bred to be an executive for a major corporation. And he seemed reluctant to give up the seat. But this was Norman Osborn's son, after all, and still technically the owner of the company, even if he didn't yet have the power to administrate it. Donald stood up; Harry sat down in his place.

"Let's get down to business," said Harry. "Since my father's death—well, since both of his 'deaths', really, especially this time—Oscorp has had to face some sudden and jarring transitions. I just wanted to come by and assure all the board-members that I'll do everything in my power to make these transitions as smooth as possible."

One of the major shareholders on the board, Dr. Rajit Ratha, leaned forward in his chair and said, "What do you mean, Harry? Mr. Menken has done an admirable job running the company, first in Mr. Osborn's absence, and now since his passing."

"Let's get one thing straight right away," said Harry with a hollow, derisive chuckle. "My father is dead. I'll thank you to call me 'Mr. Osborn' now. And what I mean, Rajit, is that my father started this company. He was its CEO from day one. And, in spite of a few unfortunate interruptions in that tenure near the end of his life, I mean to ensure that an Osborn carries on in his name."

Menken, who was still standing at the table next to Harry, sputtered in surprise. "Harr—Mr. Osborn, you're only seventeen. You're not out of high school yet—"

Harry held up his hand for silence. "I don't mean right away, Donald. I fully intend to finish school before I formally step in—and of course, you get to remain interim CEO until that happens. But in the meanwhile, I do demand a say in the direction this company takes. Which is why, earlier today—Mr. Shaw, if you would, please?"
Here, Harry's lawyer produced a stack of folders and passed them around the table. Harry continued, "Earlier today, I obtained a court order granting me full rights and privileges as my father's heir, in spite of my legal status as a minor for another year. Including a vote on the board of directors, as president of Oscorp."

Dr. Ratha scoured the court order. "Of course the board must hold a vote on this before it can be—"

"The board doesn't have a choice," said Harry. "The order is legal and binding. I run this company now. Technically speaking, of course; it still falls to Donald here to handle the day-to-day matters."

"I can't help but notice," said Menken, "that this order also dissolves your trust-fund and gives you full control over all of your late father's assets."

Harry smiled and leaned back in the chair. It was just so… comfortable, so plush. "Call it a perk," he said with a devilish grin.

A tense pause followed. Then Menken said, "This isn't at all what I was expecting."

"Then I suppose you didn't know my father very well," said Harry. "Because this is exactly what he would do in my place."

Nobody present could argue with that.

• • •

Wilson Fisk was depressed. He sat at his desk in his office in Fisk Tower, eyes closed, his head resting in his hands. His family was in hiding, overseas, waiting for the day when he'd be strong enough to send for them, to bring them home without fear that his enemies could get to him through his wife and his son. The Spider-Slayer program had stumbled out of the gate—Smythe's initial attempt had become something of a public embarrassment. If Spencer's production-model Slayer failed to deliver, Fisk knew that he could kiss any notion of a private security contract with the city goodbye. Worst of all, the original super-soldier serum had slipped through his grasp. It had only ever been used on Captain America; on the Red Skull in an adulterated, sabotaged form; and on Walter Hardy's daughter, Felicia. She was the Black Cat; Fisk was clever enough to piece that part together. Perhaps there was a small chance that he could strong-arm Felicia into joining his organization; but then again, that might prove more trouble that it was worth. Considering what he'd done to her mother, she must have hated him by now. At any rate, having one super-soldier under his control—and one mainly trained as a cat-burglar, at that—was hardly the same thing as having the power to create a super-army.

That left one other course of action: create new super-soldiers from a new formula. There had been several attempts down through the decades that Wilson Fisk had become aware of, thanks to his many and varied connections in business and government. There had been the Weapon X program; Dr. Banner's nano-med and gamma mutation research; and even a contract that Oscorp had taken with SHIELD to create some kind of human performance-enhancer. Oscorp had also been involved in other shady programs to create super-mercenaries, but none of those programs had proven practical on a mass scale, at least as far as Fisk was aware. And if Justin Hammer's terrible performance at the Stark Expo two years ago had been any indication, robotic drones certainly weren't the answer—which was why Smythe's Spider-Slayer design had always been intended as a secondary initiative, meant to drum up publicity and eventually compliment a true super-soldier program.

If the answer to Fisk's worries existed anywhere, it was with SHIELD. They were at the heart of every major attempt to create a new Captain America. But their security was nigh-impenetrable. It
would take a computer genius to get through their firewalls and obtain the knowledge and Fisk
required.

Fortunately, the Kingpin had someone in mind. He picked up the phone at his desk and placed the
call personally. "Hello… Alistair … yes, this is Wilson Fisk. Young man, I have a business
proposition that I'll think you'll… no, it doesn't concern your father. It's you that I want to talk to. …
Yes, tomorrow's fine. Feel free to come by whenever it suits you. … Excellent."

• • •

The Midtown High fall formal arrived. Peter Parker and Mary Jane Watson didn't show. Gwen Stacy
couldn't be there, and Harry Osborn was too busy to bother. Flash Thompson and Kenny
McFarlane, who both found themselves unexpectedly without dates for the evening, had to go stag.
But they were determined to go and enjoy themselves. Flash had been prepared to pull out all the
stops: he was dressed to the nines, and he had a corsage that he'd meant to give to Gwen. Kenny, as
befit his particular idiom, wore one of those novelty tuxedo-printed t-shirts.

Thanks to poor planning on the part of the school's event committee, this semester's formal had fallen
on a date in late October only a few days before Halloween. And so, despite the fact that all of the
students were dressed in tuxes and gowns instead of costumes, Halloween had become the de facto
theme of the dance—the decorations were all pumpkins and cutout bats and cobwebs. It was a bit
ridiculous, but nobody really minded.

Flash and Kong made a point of being fashionably late; in short order, they had taken up a spot by
the punch-bowl where they could hit on passing girls to their hearts' content and lament their mutual
ill fortune. "Can't believe Stacy stood you up," said Kenny.

"She didn't stand me up; she's sick," insisted Flash. "Did you notice that both Gwen and Parker were
missing today?"

"Whatevs," said Kenny. He grabbed some more hors d'œuvres and commenced with the traditional
stuffing-of-the-face-hole.

That was when a pretty girl in a red dress, sitting at a corner table all by herself, caught Flash
Thompson's eye. "Hey," he said, nudging Kenny. "Who's that?"

Kenny shrugged and tried to say "I don't know" with his mouth full, but he was rescued by Rand
Robertson, who had just come over to the punch table to get drinks for himself and Liz Allan.
"That's Sha-Shan Nguyen," he said. "Transfer student, only been here a week, so she's probably not
here with anyone. But I remember her from our physics class; she seemed pretty into it."

Kenny swallowed. "Sounds like another geek then."

"Who cares?" said Flash. "She's a hottie!" Like a man entranced, he left Kenny and Rand behind
and went over to talk to her.

"Aw, man," grumbled Kenny to Rand. "First Glory, now Flash? Are we the only sane people left in
the world?"

"Sorry, man; you're on your own," said Rand with an amused smile. "Liz is waiting for me." He
took two cups of punch and departed to find his date.

Most of the next hour passed with Kenny standing alone, his attempts to flirt with girls mostly falling
flat and onto deaf ears. Flash and Sha-Shan really seemed to hit it off; they sat at that little corner
table, talking and laughing together, for a long while before finally getting up and dancing.
Eventually, it dawned on Kenny that Flash would probably be spending the rest of the evening with the new girl—that he really was on his own. That realization portended more boredom than Kenny cared to put up with, so he decided that he'd have a little more punch and then leave quietly.

A moment later, he crept toward the gym door and hoped to slip away without being noticed. Only, just as he was about to reach the door, it was flung open with enough force that it crashed into the wall and drew everybody's attention. There, standing in the doorway, was a gaunt figure wrapped some kind of tattered coat that it wore like a cloak. Pale skin was visible underneath the cloth. A clawed hand emerged from underneath the makeshift cloak and drew it off, revealing a ghastly white face with an upturned, bat-like nose; pointed ears; red eyes and stringy black hair.

"Whoa…" breathed Kenny. "Dude, nice vampire costume, but this totally isn't a Halloween party—"

The newcomer hissed and flung the cloak down to the floor, revealing wing-like flaps of pale skin under his arms. He rose up into the air—it seemed more as if he were levitating than actually flying with the wings—and bared his fangs.

Students screamed and ran for their lives, knocking over tables and pushing past each other in their haste to empty out the gym. Kenny dropped his punch and stared transfixed for a moment, before he too ran headlong out of the gym with a gangway yell.

The vampire swooped down and plucked a random student out of the crowd. The unlucky girl managed not to faint, but she screamed at the top of her lungs… until red eyes stared into hers, and she stared back, entranced. Once she was quiet and rendered too docile to resist, Michael Morbius—for indeed, the vampire could be none other—whispered a soft apology and sank his fangs into her neck. He didn't want to kill her, but he'd been wandering aimlessly through the city for two days, avoiding the sunlight that burned his skin now, following the scent of young blood… and now the hunger was too great to resist.

• • •

News of the attack on the school dance spread like wildfire. Mary Jane was the first of our heroes to hear about it, thanks to a frantic phone-call from Liz Allan. MJ and Peter had been out looking for Gwen again, this time searching Lower Manhattan, and still without any success; but as soon as they heard about the attack, Spider-Man and Scarlet Spider raced straight to Midtown to see if there was anything they could do to help.

Unfortunately, by the time they arrived, the police were there and the vampire-creature that everyone was talking about was already long gone. Peter and MJ watched from a distance as police interviewed distraught students and medics examined the injured. There were news vans there too, with reporters speaking into microphones in front of cameramen—and Peter even thought that he spotted Ben Urich there, asking a few questions for the Bugle. Whatever Ben found out wouldn't show up in the papers until the next day's morning edition, but from what they were able to hear, at least one student had been killed the attack.

Peter and MJ stayed out of sight, discussing their options from a rooftop. "Great," grumbled Peter. "On top of looking for Gwen, now there's this new crazy we have to watch out for."

"I think we're going to need more help," said MJ. "Black Cat at the very least, if you still don't think we can trust SHIELD."

"I still don't know about SHIELD," said Peter, "but Cat, I'm sure we can trust." And so they resolved to ask for Felicia's help when they resumed their search tomorrow.
The next day, there were two very strange stories all over the news. The first one, Peter expected: the so-called "vampire" attack on Midtown High. The other, not so much: there was a story printed in the morning Bugle, and now being echoed on the daytime TV news, of a multi-armed creature which had been attacking and frightening people in Central Park. That was just the lead that Peter had been waiting for! But, since he'd yet again been dodging school that day in order to search for Gwen, he figured that it would be best to head home and wait until school was out, so that MJ and Felicia could join him in his search. He would need their help in order to subdue the monster. But at least now, they knew where to look: Central Park.

In a perfect world, that would be Peter Parker's plan. But this was not a perfect world, and the rules of "Parker luck" were still in full effect. When Peter arrived at home (since he now had nothing better to do except wait for afternoon), he found Aunt May watching a breaking news story on TV. It seemed that the police commissioner was holding a press conference to address some of the recent attacks. "...No, as of now, we haven't made any decision regarding Wilson Fisk's Spider-Slayer program. While the NYPD officially doesn't condone vigilantism, we do appreciate the efforts of New York's citizen heroes, including Spider-Man. ... Yes, I've heard the reports of a Spider-Thing attacking people at night in Central Park; as of now, there does seem to be some evidence substantiating the rumors of an unidentified animal or mutant dwelling in the park. ... Ha-ha, no, I don't believe in vampires, even if Halloween is tomorrow; but we do take mutant attacks on our schools very seriously."

The press conference went on like this for some minutes, before the attention shifted from the commissioner to the mayoral candidate, Sam Bullit. Bullit was a bit more straightforward in his pitch. "No, of course we can't let this stand! While I do appreciate the fine job that our men and women in uniform do for the NYPD, I think that where these, these 'mutants' are concerned, the safety of our citizens must take priority. Now, since the incumbent mayor has, for whatever reason, chosen not to request help from the governor, or recommend calling up the National Guard, I've decided to take matters into my own hands. I'm assembling a civilian task-force ... no, I wouldn't use the word 'mercenaries', that's why I said 'task-force'... to deal with these creatures that threaten the peace and security of our fair city. Thank you for your time, God bless New York and the United States of America, and don't forget to turn out on Tuesday morning and vote Bullit..."

"I don't believe this!" said Aunt May, pointing at the television in revulsion. "They're talking about hunting Gwen down like... like some kind of animal!"

"Then we'll just have to make sure we find her first," said Peter, punching a fist into his open hand.

A few hours later, Mary Jane raced to meet Peter on the roof of Felicia Hardy's apartment building. Spider-Man and Black Cat were already there, waiting for her. "Hi, Red," said Peter. "Glad you could make it."

"You said you have some news?" said MJ breathlessly.

"Central Park," said Peter. "That's where everyone says the 'Spider-Thing' is living."

"Do I even want to know where this thing came from?" asked Cat.

"It used to be a friend of ours," said MJ. "We want to capture her—"

"—Or, at the very least, get a tissue sample," said Peter, "so we can figure out how to change her
"Another woman in your life," sniffed Cat. "It's a good thing I'm not the jealous type." After a pause, she asked, "Would this be the six-armed blonde in black that I saw on the news, helping you two fight that robot?"

"It would," said MJ with a nod. "Will you help us find her?"

"I guess it might be a fun way to kill an evening," said Cat. "I've been bored lately, what with not having to steal anything anymore."

"Glad to hear it," said Pete. "Now, can we go? I heard on the news that they're hiring frigging mercenaries to search the Park tonight, so we need to hurry this up."

Spider-Man, Scarlet Spider, and Black Cat swung over to Central Park—it was no great distance from the Hardys' penthouse—and discovered when they arrived that there was already a huge crowd of news-reporters present, interviewing of assembled mercenaries. Spider-Man recognized two of them right away: "Silver Sable... and Kraven the Hunter?!" he said, pointing them out to his two partners. "I thought he was in jail!"

Black Cat appraised Kraven's leonine features and muscular form approvingly and said, "Maybe they couldn't cage a cat like him."

"What do you know about this Sable person?" asked MJ.

"Her real name is Sable Manfredi—she's Silvermane's daughter. Oh, and she used to date Hammerhead."

"Ew," said MJ, "why?!"

Peter shrugged. "Dunno. But they hate each other's guts now, and I'm sure there's no love lost between her and the Kingpin, so at least there's that."

While our heroes watched from the sidelines, Kraven was delivering a speech to the reporters, really hamming it up for the cameras. "—It is true that in the past, I have had some disregard for your laws, but I have paid my debt; served my time. And when your politician, Mr. Bullit, came to me and asked for my help with a great hunt, I knew that I could not turn my back on the people of this city! My feud with Spider-Man was a mistake, a mere distraction. Now I know that my true destiny is to hunt the Spider-Thing that threatens you all!"

Here, Silver Sable stepped up to the cameras and cut Kraven off. "Mr. Bullit has retained my services and Kraven's with a private contract. My 'Wild Pack' and I—" here, Sable pointed to the group of armed mercenaries behind her, half a dozen men and women dressed in silver uniforms that matched hers, "would like to get down to business, but we're being prevented from entering the park by those government-types over there. Why don't you go interview them and find out who they are?"

She waved off the reporters dismissively and then roughly pushed one of the cameras out of her face.

That was when Peter, MJ, and Felicia noticed the line of men in black, unmarked riot-gear blocking the path into the park. "SHIELD," said Peter. "They're already here."

"Great," said MJ. "Now we're racing mercs and men-in-black."

She, Peter, and Cat swung their way into the park, over the heads of the tactical-armored SHIELD
operatives. Kraven saw them and pointed, exclaiming, "Look! Spider-Man! That does it—if they won't let me in, I'll—"

Sable stopped him. "You'll what? Land yourself right back in jail after three days' freedom? Embarrass our employer? Hold your horses, jungle-man; we'll get our chance."

Kraven grumbled something in Russian and backed down.

• • •

It was Felicia who spotted an armored van parked near a dense copse of trees. "Think we should go over and say 'hi'?

"Why not?" said Peter. He led them up to the back of the vehicle and banged on the door. As it opened, he half expected to find the same three agents who'd been watching his house after MJ's parents had died, right here in this van too; at least that would have been an amusing coincidence. He did not expect to find Dr. Bruce Banner and Dr. Elizabeth Ross sitting inside a mobile genetics lab, waiting for him.

"Spider-Man," said Dr. Banner. "We were wondering when you'd finally show up."

"Buh—buh—buh—" said Spider-Man.

"Bruce Banner; nice to meet you," he replied, holding out a hand.

Spider-Man took the hand and shook it. "I'm shaking hands with Bruce Banner. I—I've read your work, it's—and Dr. Ross? The two of you are just—let's just say that I'm a fan!"

Betty Ross smiled and said, "It's nice to have a fan. There honestly aren't too many people left outside of SHIELD who appreciate our work, after the whole 'Hulk' thing…"

"Oh, Spidey here is a huge nerd about this kind of stuff," said Scarlet Spider. "So are you here to help us find our friend?"

"As a matter of fact, we've already found her," said Dr. Banner. "But we'll leave it up to you to handle the actual retrieval. If I were to get involved, things could get… messy."

"So why are you here then?" asked Peter.

"Well, in my time, I've tried lots of different methods for curing an unwanted mutation," explained Bruce, "and I've stumbled upon a number of temporary suppressants that might fix your friend, at least for a little while, until a permanent cure can be devised. Basically, I'm here as a doctor, not a Hulk."

"And I'm here to make sure that he stays that way," added Betty.

"Fair enough," said Peter. "Where's Gwen now?"

Bruce pulled out a map of the park and pointed. "She's made a… a nest or something in this tunnel, here. It's full of this super-strong spider-webbing stuff, but I guess you're probably aware of that."

"You could say that," said MJ.

Bruce handed an injector to Peter and said, "This is a wide-spectrum cocktail of genetic suppressants and neutralizers. If you can use it, great; if not, you'll have to knock her out and drag her over here."
"Got it," said Peter. He took the injector, MJ took the map, and they went off to find Gwen.

Black Cat turned to follow them, but before she did, she leaned into the van and said to Betty (tiling her head in Bruce's direction), "He's not much to look at, but the Hulk is pretty hot. How does that work out for you guys?"

Bruce turned red in the cheeks and coughed, embarrassed. Betty shook her head, saying, "You really don't want to know."

Chapter End Notes

I just want to point out here, by the way, that I'm using the "Spectacular" version of Silver Sable rather than the canon, 616 version of the character, to again strengthen this story's ties to the "Spectacular Spider-Man" continuity; and because that version of the character really amuses me, especially whenever Hammerhead is also around. They're hilarious together.
Expedition

The tunnel under the bridge was choked thick with webbing, which made it look more like a cave than anything else. Pete led the way, MJ and Felicia following closely behind. As he crept toward the mouth of the tunnel with Dr. Banner's injector in hand, he felt as if he were a knight in some fantastical tale approaching a dragon's lair. Except, this wasn't a beast meant to be slain; it was a maiden that needed disenchanting.

It was already dusk; soon night would fall. Peter wondered whether Gwen was nocturnal now—that was certainly true of many common spiders. If that was the case here, they might even catch her sleeping. Peter turned to MJ and Felicia and whispered, "Watch where you step. Don't disturb the web."

"Duh," hissed MJ, "I think we all figured that part out."

Black Cat stepped in front of them both and whispered, "Maybe you should let the burglar go first."

"You want to play Bilbo Baggins? Be my guest," answered Peter.

"I don't know what that means," said Felicia; nevertheless, she went first into the yawning tunnel-mouth. The trio stepped lightly, making sure to avoid any spot where the webbing touched the ground. As they went, they passed the webbed-up cocoons of animals of varying sizes—some of the web-sacs were even large enough that they might have contained human bodies, a thought that made Peter and MJ both shudder.

A chill October wind blew through the cave then, making an eerie whistling noise as it subtly vibrated the webs. Something shifted overhead, up in the nest: a big dark spot was moving, ever so slightly, at the center of all the thick strands and funnels. Black Cat stopped in her tracks when she saw that; Peter and MJ almost ran into her from behind. Cat pointed and whispered, "There she is. We're in luck; I think she's sleeping."

"Thank goodness for that good luck of yours," whispered MJ to Cat.

Peter held up the injector. "Now I just have to get to her, without waking her up… hmm." He scanned the roof of the tunnel, looking for a bare spot with no webs. He took careful aim and fired a web-line of his own, not far from where the Spider-Thing was sleeping. Slowly, hand over hand, Peter climbed. Soon, he was within arms' reach of the slumbering beast. He could feel her breath, heard her gurgling, and smelled something acrid and foul on the air. She was inches away now… all he had to do was find a soft spot… he was nervous enough that his hands shook as he reached out with the device. If I've ever needed Black Cat's luck to counteract the Parker luck, this would be the time. He jammed the needle into a gap between plates of chitin. The creature woke up immediately, opening all eight of its beady black eyes, and shrieked in pain. Peter was only just able to depress the trigger before a powerful limb caught him on the chest and flung him back down to the ground.

MJ forgot herself then. "Peter!" she shouted, running to help him up. There was a nasty, bloody gash across his chest where Gwen's claw had torn through fabric, skin, and flesh. She and Black Cat were beside him in an instant, helping him to rise.

"I got her," said Peter, breathing heavily and wincing from the pain. "Let's hope it works."

Up in the nest over their heads, the Spider-Thing was hissing, screaming, and flailing her limbs. She was tangling herself all up in the webs, even as she was changing. The extra legs shriveled up and
shrank back into her body; barbs and plates flaked away, or sank into her skin and disappeared. In mere seconds, Dr. Banner's drugs had worked their magic, and in place of a monstrous mutant, there now hung a naked, sixteen-year-old girl. She was unconscious and covered in some kind of fetid slime, but she was human again, and with only two arms.

"Cat, can you cut her down?" asked Peter.

Felicia smiled. "Sure thing… 'Peter'. It's nice to finally know that, by the way."

MJ blushed underneath her mask. "Sorry! That was my bad—I wasn't thinking, I slipped up—"

"Aw, don't worry about it," said Peter. "We'd have probably told her who we are eventually. She's practically already a part of our little… gang, or team, or whatever it is we've got going on here now."

"I guess we'll have to make the formal introductions later," said MJ lightly.

"Oh, *that'll* be fun…" snarked Peter.

After using her claws to tear through the webs, Black Cat came down from the ceiling carrying Gwen in her arms. "I don't suppose any of you thought to bring a coat?" After a beat, "Didn't think so; guess these webs will have to do for now."

"Let's get out of here," said MJ. She looked at one of the larger web-sacs and shuddered again. "This place gives me the creeps."

Peter took Gwen from Felicia, and they left the tunnel.

• • •

Silver Sable, the Wild Pack, and Kraven the Hunter had finally managed to dodge the news-cameras and sneak around the SHIELD agents' picket line. Once they were in Central Park, Kraven took point, sniffing the air, searching the ground for tracks and clues. Kraven had already been a master tracker as a mere human; now that he also possessed feline DNA, he was skilled beyond measure—possibly the best in the world. And everything his great skill and enhanced senses could tell him pointed to a tunnel under a bridge, a couple hundred meters ahead. That was when Sable took point, her mercs surging ahead of Kraven with their weapons primed. As a tactical unit, they were unmatched, a well-oiled machine… and they were all itching for a firefight with a mutant monstrosity.

That was when a moderately wounded Spider-Man emerged from the mouth of the tunnel, carrying in his arms a young girl wrapped in webbing. Scarlet Spider and Black Cat followed behind, warily eyeballing the armed mercenary force.

"Spider-Man!" snarled Kraven. "The creature? Where is it?"

Spidey looked down at Gwen, and then back over his shoulder, at his friends and at the tunnel behind them. "Uh… I don't know," he said glibly. "But you're free to keep looking around. I really don't care."

Silver Sable put up her rifle and narrowed her eyes at Spider-Man suspiciously. "You don't?"

"Uh, well, you know us super-hero types. Rescuing civilians is the top priority." He held up Gwen a few inches higher. "Hey, look at that, I found one! We're gonna get her to safety. You guys… keep on, uh, doing whatever it is that you do."
Kraven sniffed at the air again. "There is something… funny going on here. If I find out that you are somehow deceiving us…"

"Moi?" said Spidey. "Never!"

Meanwhile, Silver Sable was already done with Spider-Man's silliness. "Wild Pack, lock and load; we've got a monster to kill and a paycheck to collect!" She made a few tactical hand-signals and then charged into the tunnel. The mercenaries cocked their weapons and followed after her.

Kraven glared at Spidey. "Someday, Spider-Man, you will do me the honor of a rematch. And when that day comes, I will do you the honor of tearing your head off with my bare hands!"


"I don't know," said MJ. "It's almost so easy, it's embarrassing."

Spidey turned back to Kraven and said, "You don't have bear hands. You have lion hands… or, like, hand-paw things. Which reminds me, I've been meaning to ask, do you still have opposable thumbs?"

"Bah!" spat Kraven. He turned towards the tunnel and stalked away after Silver Sable.

"Scarlet's right, that was embarrassing," said Cat. "You're usually much better than that."

"Give me a break," said Spidey. "I'm injured. Besides, you can't expect me to waste my best material on a whackaloon like Kraven."

• • •

Peter carried Gwen back to the SHIELD van. "We've got her! Your drugs worked, Dr. Banner—we seriously can't thank you enough."

Bruce helped Peter get Gwen into the back of the van and lay her down on the floor. "Rest her down here… easy… there we go. Let's see how I did." He took a blood sample, and then fed the sample into an analyzer. A magnified image of Gwen's red blood cells appeared on a screen, along with numerous lines of data. "Good… looking good," said Bruce. "What do you think?"

Betty looked over Bruce's shoulder at the readouts and nodded. "I agree. As long as we keep her dosed, say, every twenty-four hours, that should keep the mutation in check. But her body might fight back and develop a resistance to the drugs."

"How long before that happens?" asked Peter.

"Oh, a week at least," said Bruce. "Don't worry. We'll get her some real help before that happens."

"That's a relief," said MJ. "I can't wait for this nightmare to be over with."

"We should go to the ESU genetics lab," said Peter. "Try and get ahold of Dr. Curtis Connors—"

"Uh… no," said Bruce.

"No?" echoed Peter in disbelief.

"We already had an agent interview Dr. Connors," explained Bruce. "He ran some preliminary tests, but the prognosis wasn't good. No offense, but we're going to need the help of a real expert to cure this girl."
"But the mutation—everything that caused it—was all based on Doc Connors' work!" said Peter, who was now a little angry at Dr. Banner's presumptuousness. "He's one of the top geneticists in the world! Who else could possibly help us?!"

"Peter, calm down!" snapped Bruce. "You really… really don't want to get me riled up here."

"Bruce?" said Betty. "Here, look at me. Remember to breathe… count down from ten. Eyes on me."

Bruce did as Betty asked: he faced her and took several deep breaths. Then he closed his eyes. Inside the van, all was momentarily quiet.

It was Peter who broke the silence. "You know who I am?" he asked.

Bruce opened his eyes again and fixed them on Peter. "It's need-to-know among SHIELD personnel. But Director Fury decided that the Avengers needed to know. Which brings up another point," he added. "If we go to Dr. Connors with this problem, it could compromise your secret identity with a civilian. Fury doesn't want that."

Peter nodded. "Then you, uh… you knew my parents. You worked with my dad."

Bruce smiled. "Yeah. I did."

Peter found himself suddenly speechless. Mary Jane rested a gentle hand on his back. "Promise me," said Peter, "that you'll, uh… you'll tell me about him sometime. What he was like back then."

"Sure, Peter," said Bruce. "No problem. Oh—! It looks like the patient's waking up!"

Gwen groaned and opened her eyes. "Unh… what the…?"

"Gwen?" said Peter and MJ together, kneeling down. Peter tore off his mask; Mary Jane did the same. Felicia shrugged her shoulders and joined the club, removing her black domino-style mask.

"We're here, Gwen," said Peter.

"How do you feel?" asked MJ.

"Like shit," Gwen mumbled.

"Hey—I recognize you!" exclaimed Felicia. Everyone looked at her. "Harry's friends from the party! Oh!—does Harry know?"

"Um… let's talk about that later," said Peter. He asked Bruce, "What happens now? If we can't go to Doc Connors, who'll help us?"

"Well, there is one scientist in New York whose work has dealt with just this sort of problem," said Bruce. "I mean, not exactly this, but close. That would be Dr. Henry McCoy."

"Get outta town…" said Peter.

"We're gonna have to," said Bruce. "He lives in Westchester, at Xavier's School for Gifted Youngsters. That means we've got a bit of a drive ahead of us, so… buckle up."

"Ooh, road trip!" cheered Felicia. "I'll get the door!" She went to close the back of the van; as she did so, she heard the sound of a gunning motor nearby. She peeked outside and saw a queer sight: up on a hill overlooking the copse of trees where they were parked, there was a man on a motorcycle. He seemed to be scanning the whole of Central Park from his vantage point, except… he was
wearing sunglasses. After sundown. He was dark-skinned, with close-cropped hair and a powerfully built physique, something which Felicia always appreciated; but he was also wearing a flack-jacket and carrying what looked like a samurai sword. That was pretty weird. Huh; must be another one of those mercenary guys out looking for Gwen here. Oh, well; snoozers are losers. She promptly shut the van door and forgot all about the weirdo on the motorbike with the shades, vest, and blade.

• • •

The drive from Central Park to North Salem took about an hour and a half, thanks mainly to traffic. Along the way, Peter called home to assure Aunt May that everybody was safe and sound, including Gwen, and that they probably wouldn't be home until very late that night, if not the next morning. For her part, May was just relieved to hear that they'd found Gwen without anyone getting hurt.

For most of the rest of the trip, Gwen slipped in and out of consciousness, sometimes chatting with her friends and sometimes drifting off into restless, dream-plagued sleep. Peter and Mary Jane did everything they could to keep her comfortable in the van. Whenever Gwen slept, Felicia used the opportunity to get to know Peter and MJ better, and to learn what she could about the girl they'd just rescued.

At last, they arrived at their destination. As it was now well after dark, it was difficult to make out the details—the armored SHIELD van had no windows in the back, naturally—and so Peter was forced to strain his eyes to see the huge mansion up ahead of them. It must have been surrounded by acres of land, way out here in the sticks north of New York City. Dr. Banner stopped the van at a wrought-iron gate, where a couple of lights mounted on the fence around the property illuminated the approach. After some minutes' wait, he spoke to a woman via intercom and explained who he was. Then the gates opened, and he was able to drive onto the grounds. They went up a long and winding driveway, past topiary and a marble fountain, before coming to a stop outside the mansion's front door. More lights shone on the door, and on a nearby sign, carved in stately Roman letters, which read, "Xavier's School for Gifted Youngsters." The mansion itself had lights on in almost half the windows: clearly they hadn't arrived so late that everyone here would have already turned in for the night.

"This is a school?" asked Felicia, who jumped out the back of the van first. "It's even nicer than the academy I go to."

While Bruce and Betty emerged from the front of the vehicle, Peter and Mary Jane gently roused Gwen and helped her to stand. Gwen was now wearing a trench-coat that Bruce had given up; the webbing had mostly dissolved away, leaving her feeling all sticky and gross and very naked under that coat. "I hope they have some clothes here," she mumbled.

"Are you kidding?" said Peter with a grin. "Do you know where we are? This is the X-Mansion! I swear, if I get to meet Charles Xavier, I'm totally gonna geek out over here…"

"Watch it, Gwen: Peter's about to have another nerdgasm," giggled MJ.

"X-Mansion, huh? Like the X-Men?" asked Gwen. "Well then maybe they can hook me up with some of that blue-and-yellow spandex they wear."

Our party of heroes, now six strong, went to the front door, where they were greeted by two women: one in her late twenties, a tall redhead with a demure but confident manner; she was wearing a jacket, blouse, skirt, and heels, very business-chic. The other was a teenager, shorter than the redhead, with mousy brown hair, wearing whitewashed bluejeans and a babydoll-t with a pink heart on it.
"Hello," said the elder of the two women, "and welcome to Xavier's School. I'm Jean Grey, one of the faculty here; and this is Kitty Pryde, one of our top students."

Kitty, a look of joy and surprise on her face, ran right up to Peter. "Oh, wow!" she said. "You're—you are really him, aren't you? Spider-Man?"

That was when Peter and MJ both realized that they were still in costume, but they hadn't bothered to put their masks back on. Upon seeing the looks of dismay that darkened their features, Jean Grey laughed and said, "Don't worry. We're used to being discreet about secret identities around here. Nobody's going to pry, or tell the world who you are. You can trust us here."

"That's a relief," said MJ. "It seems like our secret identities are getting less and less secret every day."

Jean laughed again and said, "Well you don't have anything to fear from us. Now, Peter, Mary, wait here; I'll go find Hank and see if he can take a look at Gwen."

After Jean had disappeared, Peter said, "Uh… we didn't tell her our names…"

"You wouldn't have to," said Kitty with a shrug. "Jean's a telepath, like the Professor." Kitty led our heroes into the mansion, to a comfortable sitting-room where Gwen was able to rest on a sofa near a fireplace.

"By the way, when do we get to meet Professor Xavier?" asked Peter, with no poker-face whatsoever to conceal his eagerness.

"Oh… sorry," said Kitty. "He's not here. He's away on a mission, with some of the X-Men. They do that a lot, you know."

"Aw, man…" grumbled Peter, looking to the floor in disappointment.

"But, hey!" said Kitty. "How cool is this? It's not every day you meet Spider-Man! I'm a huge fan!"

"You are?" asked Peter.

"Ahem," said MJ.

"Yeah, what are we, chopped liver?" asked Black Cat.

"Um… actually, I don't know who any of you are," confessed Kitty.

"What? That's crazy!" said Peter. "Come on; these are my partners-in-crime-fighting! Scarlet Spider and Black Cat!"

Still lying over on the sofa, Gwen piped up, "And Spider-Woman, over here!"

"Whoa… you have a whole team?" said Kitty. "That's so awesome!"

"Says the girl who goes to school with the X-Men," said MJ.

That was when Jean Grey returned, accompanied by everyone's favorite blue-furred Beast. Dr. Hank McCoy, wearing a specially-tailored tweed suit and wire-frame spectacles, prowled straight up to Bruce and Betty and said, "Dr. Banner! Dr. Ross! It has been too long! How are you doing, my friends?" His amiable, mild manner was downright infectious; there was just something about Beast that made Peter trust he really would be able to cure Gwen's condition.
Betty answered, "All things considered, we've been worse." She took Bruce's hand in hers and smiled at him.

"Hm, I can imagine," said Hank. "It would seem that all present have, in their own way, suffered 'the slings and arrows of outrageous fortune'. But we all do our best to cope, don't we?" He knelt down next to Gwen and immediately went into 'bedside manner' mode. "Hello, my dear. I'm Dr. McCoy; you can call me Hank if you like."

"Gwen Stacy," said Gwen, pointing a thumb at her chest.

Hank produced a couple of needles and said, "I'm afraid I'm going to have to draw a little bit of blood. Nothing too invasive, of course; just enough to examine. Once I'm done, if you'd like to get cleaned up, I'm sure Kitty can find you some clothes—"

"Yeah, leave that to me," said Kitty. "I'd love to show you guys around the mansion!"

A while later, Gwen and Kitty joined Peter, MJ, and Felicia in one of the mansion's dining rooms. Peter and Mary Jane, especially, thanks to their spider-powered metabolisms, could really pack the food away, and neither of them had eaten anything since lunchtime. They were still stuffing their faces, long after Felicia had finished, when Gwen and Kitty found them. Gwen's face lit up and she started to dig in. "Oh, God; I'm starving!" she cried, reaching for fruit, bread, meat, anything on the table within reach. "I didn't even notice until I smelled the food."

"How are you feeling now?" asked MJ.

"Like a million bucks, now that I've had a shower," said Gwen between mouthfuls. "But I don't think I'm ever gonna get the smell of that spider-gunk out of my hair. Hey, maybe I'll just lop it all off; then I can wear a full mask, more like yours, Pete."

Peter swallowed something and asked, "Do you still have your powers from before?"

"Um… I dunno," said Gwen. "I've been kind of afraid to check."

"Now's as good a time as any," said MJ.

And so Gwen pointed two fingers at an apple on the table, fired a web-line, and snapped the apple into her hand. "Hey, check it out," she chuckled, "snagged it on the first try."

"Whoa…" said Kitty. "You really are Spider-Woman! I'm gonna have to get a new poster…"

"Poster?" inquired Peter.

"Oh, yeah, you shoulda seen it," said Gwen. "She's got a poster of you in her bedroom. Total Spidey fangirl over here."

Peter blushed, and Mary Jane said, "Hm. I'm not sure I like the idea of my boyfriend on someone else's wall."

"Aw, relax, MJ," said Gwen. "You know that Petey's only stickin' to your walls and nobody else's."

"So you two are like… an item, then?" asked Kitty. She sounded kind of disappointed.

"Practically married," said Gwen. She was beaming with the same roguish grin she always wore whenever she teased her friends.
It was then that Hank, Bruce, and Betty came into the dining room to join the teens. Hank had a few papers in his hands—magnified images of Gwen's blood sample that he'd printed out. "Forgive the intrusion," said Beast, "but I have a few more questions that I must have answered before I can solve this little conundrum of ours. First of all, it's clear from my examinations of Miss Stacy's genome that she does not possess the X-gene. Am I right in concluding that none of you are mutants?"

Felicia raised her hand. "I might be. I have no idea where my powers came from."

"Well, that's easy enough to check," said Hank. "But nobody here with spider-powers was born with them?"

"Nope," said Peter. "We're all spliced with super-spider DNA."

"That would explain the retroviral particles in the blood," said Hank, "but not these. I've never seen their like, and neither has Dr. Banner."

Peter looked at the image and gasped. "I have. Space spores!"

"What?" said Hank.

"I've got what in my blood?" said Gwen at the same time.

"They came from Colonel Jameson's shuttle mission," explained Peter. "We don't know very much about these little buggers, except that they're extraterrestrial, and they're infectious."

"But how did they get into me?!" asked Gwen.

Peter thought for a moment. Then he snapped his fingers and exclaimed, "The red symbiote suit! Eddie Brock made it from materials at the ESU lab, including stolen tissue samples! The spores must've come from there!"

"Whatever they are, wherever they came from, they have a decidedly unpredictable effect on terrestrial mutagens and gene-switching enzymes," said Hank. "This would be the missing piece of the puzzle. Do you know a way to counter or kill off the spores?"

"Electricity," said Peter. "It was only thing we could find that kills them."

"Hm," said Hank, stroking his chin. "I believe I can state with some confidence that our infirmary isn't equipped for electro-shock therapy. But I might be able to modify a defibrillator… Miss Stacy, I'm sorry to say that this may be our only option. It's not without risk."

"Will it keep me from turning back into a monster?" asked Gwen.

"It should make Dr. Connors' original cure effective, yes," said Hank.

"Then I'll go through with it," said Gwen.

"Very well," said Hank. "I'll make the preparations." He turned to Felicia and asked, "Do you want me to test you for the X-gene, Miss Hardy?"

"Sure, why not?" said Felicia. "I was starting to feel left out anyway." She rolled up her black leather sleeve and let Hank take some blood.

• • •

Another tense hour passed, with Gwen in the infirmary being treated by Doctors McCoy, Banner,
and Ross. Peter and Mary Jane were made to wait back in the sitting-room with Felicia and Kitty. Eventually, Hank reappeared, leading Gwen by the hand. Gwen looked shaken and pale, but she was otherwise unharmed.

"How did it go?" asked Peter.

"She'll be fine," said Hank. "The spores are gone from her system now, and I've inoculated her with a gene-stabilizer that should prevent further mutation."

"Check it out," said Gwen. She held up her hand, and it started to glow with a weird greenish-yellow hue. "I'm still Spider-Woman!"

"In that case, welcome to the team!" said Felicia.

Peter looked from MJ to Felicia to Gwen and said, "I'm starting to feel a little outnumbered here…"

"You could call us 'Spidey's Angels'," suggested MJ with a laugh.

"It was really great to meet all of you guys," said Kitty. "And I won't forget you: Scarlet Spider, Black Cat, and Spider-Woman. I definitely need a new poster, one with your whole team."

Their conversation was interrupted by the repetitive chop-chop-chop of an aircraft outside. "That's not the Blackbird…" said Kitty.

"It sounds more like a helicopter," said Peter.

Everybody poured outside of the mansion to see a black helicopter landing on the school's front lawn. A few minutes later, two men emerged from the craft: Nick Fury, in his customary long black coat… and none other than Captain America himself.

"Whoa…" said Peter, MJ, and Kitty together. It was hard not to react that way when you saw the nation's greatest hero walking towards you in that blue mask and carrying his famous red-white-and-blue vibranium shield.

Fury walked up to the assembled crowd of teen heroes and mutants and said, "Let's go inside and talk."

• • •

"I've got a few words for you first," said Fury to Gwen, once everybody was back in the mansion's comfortable sitting-room. "We swept Central Park and cleaned up any evidence that you were ever there… including two bodies."

Gwen paled and swallowed. "Bodies?"

"Two corpses, still unidentified, wrapped up in your webs. Their juices had been sucked dry—by a giant spider."

"Hey!" said Peter, stepping up to defend Gwen. "You can't hold her responsible for that! She was under the effects of a—"

"Of a mutagen that she injected into herself," said Fury. "So I can, and do, hold her responsible. She killed two people!"

"So what happens to me, then?" asked Gwen.
"The simple fact is, you're now an illegal, unnatural genetic mutation," said Fury. "But… you're a minor. I can't touch you yet, not legally. So here's how it will go down: you keep on going to school. You can even play super-hero with your friends here. Whatever you want; enjoy your youth while it lasts. But once you turn eighteen and finish high school, Spider-Woman is mine. Parker and Watson here: they get a choice. You don't. That's the price you pay for what you did."

"So let me get this straight," said Gwen. "I turn eighteen, and what? I have to go work for SHIELD? Be a full-time super-hero?"

"Pretty much," said Fury. "Them's the breaks."

"I think I can live with that," said Gwen.

"Like I said, you don't get a choice," said Fury.

Dr. McCoy sounded furious when he interrupted their talk. "You came all the way out here, in person, to say this to a young girl who's just been through a terrible ordeal?"

"No," said Fury, "not really. This was just a convenient time to get that part out of the way. The real reason that we're here is because of her," he said pointing to Felicia.

All eyes fell on the Black Cat. "Me?" asked Felicia. "What could you possibly want with me?"

Bruce cleared his throat and said, "Um, the truth is, I called them here. You see, Felicia, the results of your blood test… they were negative for the X-gene. You're not a mutant."

"I'm not? Okay. What am I, then?"

"Well, in simplest terms… you're a super-soldier," said Bruce. "Like Captain Rogers here. In fact, exactly like him. The effects of the Stark-Erskine serum are unmistakable. I knew as soon as I saw your blood."

Nick Fury added, "The work that Dr. Banner here did back the day, along with Peter's father and many, many others, including the accident that turned him into the Hulk… it was all part of a program that SHIELD's had ever since World War II to recreate the super-soldier serum. We'd thought that Captain America was the world's only successful result. Now it seems that there are two."

"But… how?" asked Felicia.

"We're not exactly sure," said Fury. "But it's a good bet that it has something to do with your cat-burglar dad, and your grandfather, Jack Hardesky. Miss Hardy, I'd like you back to SHIELD headquarters with us, for a little debriefing. Maybe there, we can get to the bottom of this mystery."

"Am I being arrested?"

"No," said Steve Rogers. "That's not what we do. We just want your help with answering a few questions; the scientists might want to run a few quick tests to help with the investigation. But that's all, I promise."

"If she goes, we come with," said Peter.

"There isn't enough room in the helicopter," said Fury with a deep chuckle. "But you can go with Dr. Banner and meet us at HQ if you like. Felicia comes with us right now; it's kind of urgent."
"Why?" asked Peter.

"Because… earlier today, some SHIELD servers were hacked," admitted Fury. "Someone got in and searched for everything we had on the super-soldier serum. And they just might have found something. We don't know what, yet; but we're gonna find out."
Alistair Smythe rode the elevator up to Wilson Fisk's office. That was the way of it with Mr. Fisk: no matter how important the business, no matter the inconvenience to the employee, he didn't come see you; you went up to see him. Even a young computer genius in a wheelchair had to suffer the indignities demanded by Fisk's ego. Alistair found that galling, insufferable even; but he was willing to do anything to keep Fisk happy in the short term, to keep the Kingpin of Crime—oh, yes, Alistair knew the truth about him; any well-connected hacker would—off his father's back until the Spider-Slayer project was finished.

After getting off the elevator and enduring yet another pointless pat-down from Fisk's guards, Alistair wheeled himself across the room and came to a stop before Fisk's desk.

Wilson Fisk was sitting at his desk, examining a stack of papers. Without looking up, he said, "Report?"

"Report?" echoed Alistair with a contemptuous snort. "Is that any way to talk to the boy-genius who hacked SHIELD? I'm not afraid of you, Mr. Fisk, and I certainly won't be made to act like one of your sniveling henchmen!"

Fisk looked up, his expression carefully neutral. "I'm a busy man, with no time for games—and you definitely do not want to get into a pissing-contest with me. Now be a good little 'sniveling henchman' and give me your REPORT!" Fisk's hand came down onto his desk with that last word, and it was startling enough to make Alistair jump in his wheelchair.

"Um… yes sir," said Alistair, a bit shaken. "My virus managed to copy and download every file with any mention of the super-soldier serum or anyone connected to it. I've got specialized searching-algorithms combing through the files as we speak, but so far, it looks as if SHIELD only ever came close to replicating the serum on their own in one instance."

"And have your 'algorithms' identified this instance?" asked the Kingpin, his gruff voice having lost none of its dangerous edge.

Alistair gave a sneering smile and said, "Is 'sudo apt-get' the quickest way to install a software package?"

Fisk stared blankly at Alistair for several seconds before growling, "That had better mean 'yes'."

Cowed, Alistair looked down and said, "That means 'yes'."

"In that case, 'boy-genius', enlighten me. What have you learned?"

Alistair flipped open the laptop that he kept on his person at all times, tapped a few keys, and scrolled to the proper screen. "The project took place in the early nineties, at a SHIELD facility in Utah. It was headed up by three scientists: Dr. Bruce Banner, Dr. Richard Parker, and Dr. Edward Brock. By all accounts, they came very close to replicating the serum, but then the program was sabotaged. SHEILD thought that it was Dr. Parker at first; but it turned out to be the Chameleon, disguised as Dr. Parker. They never found out who Chameleon was working for, but they suspected HYDRA."

"How… convenient," said Fisk quietly. He would have to ask Chameleon about that later. In the meanwhile, this was the best lead he'd had since he first learned about Jack Hradesky through his underworld contacts, a long time ago. "And what happened to the results of that project?"
"Lost in the destruction of the facility," said Alistair. "Bruce Banner was able to preserve some of the work; it was the foundation for his later experiments."

"And we all know how that went," said Fisk. "Anyway, we can't touch Banner; he's too closely watched. What about the other two?"

"Both dead; killed in the same plane-crash, along with their wives. Tsk, nasty piece of work, that. Again, SHIELD suspected HYDRA involvement, but there was no evidence."

"Hm," said Fisk, leaning back in his chair. "Well, get me everything you can on the two dead scientists. I have an ace up my sleeve that might just unlock a few doors that even SHIELD couldn't."

Harry Osborn sat at his father's desk in the top-floor office at Oscorp. Nobody had dared to occupy Norman's old office since his death; only Harry had been so bold. It was the night before Halloween, the same night that had seen Peter, MJ, Gwen, and Felicia in a SHIELD van with Bruce Banner and Betty Ross, driving out to the X-Mansion. Earlier that day, Harry had witnessed a band of mercenaries led by Silver Sable and Kraven the Hunter hamming it up on the TV news. They'd been hired by the mayoral candidate, Sam Bullit, to find and destroy the mutant Spider-Thing said to be stalking people in Central Park. Many people in the news media were skeptical that such a creature even existed; they were even calling it a Halloween publicity stunt. But Harry not only believed that the Spider-Thing was real; he also strongly suspected that it was somehow connected to Spider-Man.

However, and unfortunately for the mercenaries, SHIELD had gotten to Central Park first. That was something of an embarrassment to the mercs, and by extension, to their employer, Bullit. They'd been unable to find any trace of a monster in Central Park, and now Bullit was being laughed at on some of the nightly news programs as a trigger-happy reactionary. That also likely meant that Silver Sable and Kraven hadn't collected much of a paycheck from their employer—which worked in Harry's favor.

It took a great deal of searching through back-channels on the internet and the deep web before he finally found a list of numbers he could call. Harry wanted results, as soon as he could get them, and if that meant greasing the palms of a few shady characters, then so be it. He had the resources to spare now. Sure, it was his father's hard-earned fortune; but Harry had no qualms about spending it liberally in the service of avenging Norman Osborn's death. It was a matter of family honor.

He spoke a few words, uttered the phone-number, and the voice-activated phone built into his father's desk came alive. After a couple of rings, a woman answered.

"Hello?" said Harry. "Am I speaking with Silver Sable?"

"What's it to you?"

"I have a job for you," said Harry. "Interested?"

"Maybe. If the pay's good."

"My name is Harry Osborn. I'm the present of Oscorp Industries. And I'm willing to pay you fifty million dollars for the capture of Spider-Man, the Green Goblin, or any one of their known associates—Scarlet Spider, the Black Cat, or the Hobgoblin."

Harry could almost hear the woman smiling as she answered. "And if I were to capture all of them?"
"Then I guess that'd be fifty million a head," said Harry. "But I want them alive. I've got questions that need answered. Is Kraven still with you?"

"He is."

"Then let him know that if you do capture Spider-Man, he can have him back after I'm done with him. I hear he has some unfinished business with the wall-crawler too."

"I'll be sure to pass that along," said Sable. "Mr. Osborn, I think we have a deal."

"A pleasure doing business with you," said Harry. "Assuming you come through for me."

"Oh, there's no question of that," said Sable. Then she hung up.

Harry smiled to himself. That had gone better than he'd planned. She didn't even try to negotiate the price; but then, based on his research, he knew that there was history between her and Spider-Man. Spidey had gotten Sable captured and sent to jail on two separate occasions; that was the sort of thing that made you crave vengeance more than payment. Well, if her vendetta played right into his designs, that was more than fine with him. He looked up the next phone number.

FADE IN:

INT. A DINGY APARTMENT—NIGHT

Angle on DEADPOOL, masked, wearing his customary red and black costume. He sits on his bed in a crummy apartment, carefully polishing a pair of katanas.

A phone RINGS.

Deadpool picks up the phone—it's one of those old-timey candlestick telephones with the detachable horn-like earpiece—and answers in a mocking, high-pitched voice.

DEADPOOL
Hellooo? Who is it?

HARRY OSBORN (Off-Screen)
Hello, am I speaking with the one they call 'Deadpool'? The… 'merc with a mouth'?

DEADPOOL
That's my name, don't wear it out!

HARRY (O.S.)
Uh… right. Anyway, my name is Harry Osborn; I'd like to hire you.

Deadpool puts the phone up for a moment and faces the camera.

DEADPOOL
Ooh, Harry Osborn! Doesn't he turn into the Green Goblin at some point? This might be kind of fun…

(returning to the phone-call)
What could a kid like you want to hire me for? You sound like you're twelve.

HARRY (O.S.)
I'm the president of a major corporation!

DEADPOOL
Right, so… you're, what, fourteen then?

HARRY (O.S.)
Listen, I want you to capture the Scarlet Spider for me! Fifty mil if you can bring her to me, unharmed. Are you interested?

DEADPOOL
(aside to the camera)
I thought Scarlet Spider was a dude named Ben Reilly. Peter Parker's clone, right?

His question is answered by yours truly: your dashing, handsome author (and, in the case of this particular scene, NARRATOR).

NARRATOR (Voice-Over)
You're not supposed to know that. These are people's secret identities here!

DEADPOOL
What, I can't read comics? Watch cartoons? See movies? Read rebooted comics and see rebooted cartoons and movies? And then read bad fanfic with the smutty bits?

NARRATOR (V.O.)
(dangerously)
Watch it…

DEADPOOL
Relax, I didn't mean this one.
(snickers)
In your dreams… But it'd still be a whole lot better with more of me in it! I think I'm gonna say 'yes' to Osborn's offer.

NARRATOR (V.O.)
You'd better not! You aren't in this story, Deadpool. You're just getting a cameo.

DEADPOOL
(crestfallen)
Aww… really? That's it?

NARRATOR (V.O.)
That's it. Now tell him 'no' and hang up.
DEADPOOL
Hey, then we can go to the beach! I know this great beach with a nice little Italian joint nearby. We can have pizza and margarita shooters!

NARRATOR (V.O.)
Nobody has margaritas with pizza…

DEADPOOL
(points at camera)
Hey, nice reference!
(to Harry)
Sorry… gonna have to say 'no' there, champ.
Good luck getting your career past Spidey 3 and Spring Breakers though, Franco!

Deadpool hangs up on a very confused Harry Osborn and goes back to polishing his swords.

FADE OUT.

That same evening, Colonel John Jameson was riding the elevator up to the Daily Bugle main office, to meet his father for a late outing. He stepped out onto the floor—even at this late hour, well after the evening edition had gone to the presses, there were staff-writers sitting at the desks, plugging away at stories for the next day's morning paper. J. Jonah Jameson was just putting on his hat and coat and coming out of his office.

"Hey, pop," said John. "You ready to head out?"

"Sure; I'm all finished here tonight. Let's go." As they walked back towards the elevator, Jonah cast a sidelong glance at his son and said, "You know, I can't help but notice that you've been spending a lot of your free time with your old man these days. Not that I don't appreciate it, but… aren't you doing anything else with your time off? Met any nice girls who might want to settle down with an astronaut and give an old newspaper man some grandchildren to spoil?"

John laughed aloud at that. "I'm afraid not, dad. But… that's part of what I wanted to talk to you about. My leave's ending soon; the docs all say I've got a clean bill of health; and so I'll be heading back down to Canaveral in a week's time."

"You'll be back with the shuttle program?"

John grinned. "Assuming everything clears with NASA… yeah, it looks like it."

"Well, that is news worth celebrating!" said Jonah. "What do you say we go out for—WHAT THE F—?!"

J.J. was interrupted by the roar of a supersonic missile, flying through the air straight for the Bugle office. Writers screamed and scrambled away from their desks as the projectile crashed through the glass windows, sending shards and wires and other debris flying everywhere. Colonel Jameson shielded his father from the crash and held him down, waiting for something to explode… only, nothing did. The lights in the office flickered on and off, and a few broken computers sparked in the aftermath of the crash. There was also the sound of some kind of whirring engine sputtering out, and
several people groaned as they tried to pick themselves up.

"What the hell…?" breathed John as he stood up and looked over the wreckage. It looked as if a one-man aircraft of some kind had just crashed into the office—in fact, it was more like a powered glider than an aircraft. And in the middle of the crash-site, slumped over the wreckage of a broken desk, was none other than the glider's pilot: a man in blue battle-armor and an orange rubber mask.

Jonah dusted himself off, coughed, and stood up. "Hey… I know that creep!" he shouted. "That's the Hobgoblin! John, grab him before he can get away!"

"I don't think he's going anywhere, pop," said John. The Hobgoblin was rolling on the ground, moaning in pain. He looked really injured. Colonel Jameson walked over to the wreckage and picked the Hobgoblin up off the ground.

"Had it in for me, did you?" said Jonah. "Thought you'd assassinate me in the night! But it'll take more than that to bring down a Jameson! Now, let's see who you really are!"

John pulled off the Hobgoblin's mask… revealing the face of one of Jonah's top reporters, Ned Leeds!

"Leeds!?!" sputtered Jonah. "You're the Hobgoblin!?!"

Leeds answered by groaning again and muttering something incomprehensible.

Jonah snorted. "Well, you can tell that to the cops, you lousy, good-for-nothing, worthless—"

"Dad," said John, interrupting him, "it looks like Ned's really out of it here. Maybe we should call an ambulance too." He carefully set Leeds back down on the floor, making sure to keep the man's head elevated on a broken piece of desk.

Jonah growled something under his breath. "Rrr… fine. Do what you want. But I'm still having Leeds arrested! First he disappears for a week, and now this? It explains everything!" He paused and caught his breath before continuing. "Erm… son, it looks like we're going to have to take a rain-check on that celebration. This is front-page news, and—"

"And that means you have to put in some overtime," said John with a sigh. "Yeah, sure, I get it."

"Tomorrow night, son," said Jonah. "I promise! We'll invite some people, make a party of it—"

John chuckled and said, "Are you sure you're okay dad? Nothing broken?"

"What, me? I'm fine! Healthy as a horse, and twice as strong!" He looked down at Leeds, who was now unconscious on the floor, and added, "No costumed crook's gonna get the better of me!"

"All right, then," said John.

After that, Colonel Jameson stuck around just long enough to give his statement to the police and to see Leeds get rushed off to the hospital by the paramedics.

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The night before Halloween in 2012 was also a full moon. As Colonel Jameson walked outside the Bugle's office-building, he caught sight of that full moon hanging low in the sky, just above the New York City skyline. He had thought to catch a cab and head home for the night. But now something changed: he stood on the sidewalk, staring up at the moon, entranced.
Almost without thinking, he reached into his pocket and pulled out the ruby amulet that he'd purchased at the weird old fortune-teller's shop. He held it up at arm's length and gazed at the shimmering red stone against the backdrop of the full moon. It was glowing, refracting the moonlight… it was beautiful. Possibly the most beautiful thing he'd ever seen in his life.

He could practically hear the voices in his head telling him so.

*Put it on… put it on. Come to me… I don't know why, or how, but I can call to you… come to me. Come, child of the night. Serve me.*

Colonel John Jameson obeyed the call. He put the necklace on. And under the light of the full moon, he began to change.

* • • •

"Even a man who is pure of heart
And says his prayers by night
May become a wolf when the wolfsbane blooms
And the autumn moon is bright."

—*The Wolfman*, Universal Pictures, 1941

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Michael Morbius opened the window and crept into the ESU genetics lab. It was all dark inside. That was how he preferred it these days. He clung to the wall and crawled down it, into the lab. As he went, he spoke aloud to himself—sometimes that was the only way he could keep his thoughts straight.

"I… know things now. Feel them. I don't know why, or how, but I feel… connected. There are others… like me. Around the world. Children of the night. I… fear to say it aloud, but I can no longer deny what I am. *Vampire*. I live; the others—the ones I can feel—they are dead, and yet I live. Somehow, I am a living vampire."

He reached the floor and flipped over so that he was now walking upright, pacing as he spoke to himself. "I hunger for human blood… it seems that the serum has both worsened my disease and cured it. I can theorize that I am no longer producing any functional hemoglobin at all… and yet I now have the power to absorb it from others. If I feed… on others' lives. How long, I wonder, can I go on like this?"

Like a psychic storm, buffeting his mind from all sides with forceful protests, the voices of the *others* told him to be strong. To abandon all feelings of kinship with the race of cattle called 'humanity'. After all, they were food—prey. He was now one of them—a predator. The top of the worldwide food-chain. Their blood was his for the taking.

"N—no," said Michael, gripping the sides of his head. His voice rose to a defiant shout. "I will not be like you! I will not be a monster!"

Elsewhere in the lab, something made a clattering noise. A woman gasped. Michael hissed and sniffed the air. The scent was… someone familiar. "Show yourself!" he demanded. "Do not make me hunt you down!"

"M—Michael?" said a tentative voice. Debra Whitman switched on a light in the next room and appeared in the doorway. "Michael, is that you?"
Michael remained concealed in the shadows. "Debra? I'm here, but... you mustn't come any closer..."

"Michael, it's okay," said Debra, coming into the room. "I know everything. I've figured it all out. I cleaned up after your accident, so that Dr. Connors wouldn't find out about it. And—and I listened to your recordings. I know about your disease."

"You... know...?"

"Is it true?" asked Debra. "Are you the... the 'vampire' they're talking about in the news? Show yourself to me, Michael. I promise I won't—"

Michael walked into the light, and Debra gasped.

"You find me hideous," he mumbled.

"No," protested Debra. "No..." She walked up to Michael and rested a hand on his cheek. She touched his pointed, bat-like ear and ran her hand down to his jaw again, where his fangs protruded over his bottom lip. "You look... Michael, what you've done to yourself is incredible!"

Michael turned away from Debra and easily pushed her aside with one hand. "I'm a killer! I must feed on others to continue living! You could never..."

"Never what?" said Debra, drawing close again. "Never love you like this?" She took his face in her hands again and gently kissed him. "Then let me help. We'll work together. Find a way to cure you."

"Debra... I don't know that I can be cured, but..." In that moment, a twisted glint appeared in Michael's eye, and something about his manner changed. He went from cowering to confident in an instant and declared, "But I could endure this life with you by my side! Do you still have the serum?"

Debra paused. "...Yes. I do. We'll need it if we want to formulate a cure."

"Or we could use it now... to change you, to be like me!"

"I... I don't know..."

"Think about it!" said Michael, lifting off the ground by levitating up a few feet. "I have such power now! I am practically indestructible—possibly immortal!" He looked into Debra's eyes, drawing her gaze into his, commanding her: "Fetch the serum, Debra. Join me in this new life... for eternity!"

Entranced, Debra nodded. "Yes... Michael... I'll join you... I want to..."

Then, just as Debra turned away from Michael, a small metal canister bounced into the room. It was a gas-grenade; it started spewing out a cloud of foul, garlic-smelling gas. Michael hissed and backed away. Debra shook her head and seemed to come out of the trance.

A man walked into the room: black hair, black skin, black sunglasses, black leather clothes, black flak-jacket. In one hand he held a silver katana; in the other he carried a gun, which he pointed at Michael Morbius. "Back away from the bloodsucker, woman," he announced. "Don't let him look into your eyes."

Debra coughed and stumbled away from the gas-cloud. "Who are you?" she demanded.

"Call me Blade. I'm a vampire-slayer."

"No!" shouted Debra, rushing over to Blade and gripping his arm. "You can't—Michael's not a real..."
vampire! He just has a disease! This is a genetics lab—we can cure it!"
"If you're with him, then you're against me!" said Blade. He violently shoved Debra aside and said, "Out of my way!" Then he twirled his sword and stalked over to where Michael was still writhing on the floor, weakened from the gas and coughing his lungs out. He raised up the sword and prepared to strike. "Just another dead vampire…” he said with a smile.

That was when an enormous ball of fur and muscle crashed through another window into the lab, and right into Blade, tackling him to the ground. This newly arrived creature howled like a great wolf and raked wicked claws over the vampire-slayer's Kevlar armor. Blade's sword and gun both clattered to the ground and skidded away, but he fought back fiercely, punching with bare fists. Debra rushed over to help Michael up, while Blade wrestled with his attacker. Eventually, the ferociously strong creature managed to get the upper hand and pinned Blade to the floor. Now Blade found himself staring up into the snarling muzzle of a living, breathing werewolf… with a red ruby pendant hanging around his neck. Blade was stunned; he'd seen pictures of that very artifact drawn in numerous ancient texts on vampire-lore. "The Amulet of Lycaon! Impossible! You're… varcolac… supposed to be extinct!"

The werewolf growled back, drool flying as he struggled to speak, "Am… Man-Wolf! Now… you… stop talk!" He delivered a vicious head-butt to Blade, knocking him out cold.

Michael and Debra watched in cautious amazement as the Man-Wolf stood up, placed one paw-like foot on Blade's chest, and howled at the moon in triumph.

"What… are you?" asked Michael.

Man-Wolf stalked over to Morbius and bowed low. "Your servant… Master. This place… not safe. Go… we must."

Michael turned to Debra and looked deeply into her eyes again. "Debra, my love. Do you trust me?"

"Yes—of course! For always, Michael!"

"Then get the serum, and one of your darling little pets, and anything else we may need. I mean to be gone from this place for good." Then Michael walked over to Blade's unconscious form. While Man-Wolf watched, a predatory grin on his muzzle, Michael picked his adversary up by the jacket collar. "You will not threaten me again!" Then he bared his fangs and sank them into Blade's throat… only to instantly hiss and spit the blood out again.

"Something… wrong, Master?" asked Man-Wolf.

"His blood is foul," said Michael. "Tainted. It reeks of death. I must feed elsewhere." He threw Blade back to the floor and said, "Come."

A moment later, Debra came back into the room, carrying a cooler with supplies and a small cage that held one of her vampire-bat specimens. "This way, my dear," said Michael. He took Debra into his arms and lifted up off the ground, flying both of them out the window. Man-Wolf leapt out the window after them and followed them on the ground, out into the night.

Sometime later, Blade came to. He felt his neck and staunched the bleeding. Then he collected his gear, pulled out a flip-phone, and hit a button for speed-dial. "Whistler," he said, "Blade here. We've got a big problem."
Examination

The next day was Halloween. Peter and Gwen were both back in school that morning, having suddenly recovered from the "flu". Once they'd left Xavier's school last night, the rest of the evening had been far less interesting than they might have figured on: their time at SHIELD Headquarters really had been spent on nothing more than a few questions and answers to debrief all the spider-heroes, and a bit more blood-work on Felicia. As near as Dr. Banner and the other SHIELD scientists had been able to determine, Felicia Hardy's powers were due entirely to a low-dose application of the genuine super-soldier serum. She wasn't quite as strong or fast as Captain America, but in a pinch her bad-luck powers kicked in to make up for that. She had the potential to become a formidable hero indeed, provided she really was willing to reform and leave cat-burglary behind.

At midday, Peter, Mary Jane, and Gwen sat at one of the outdoor tables during their lunch recess. Harry spotted them right away and sat down next to Gwen, a tray full of hot dogs and French fries in front of him. He was wearing an expensive new pair of sunglasses and had an ear-to-ear grin on his face. He whipped off the shades before he started eating. "Hey, guys. Long time, no see. You feeling better?"

"Loads," said Gwen. "You're looking pretty chipper today."

"You could say that," said Harry with a nod. "I just made a couple of… sweet deals last night. For Oscorp, I mean."

"Such is the life of the boy executive," laughed MJ. "When do your best pals from school get their stock-options?"

"Best I can give you is a tip," said Harry. "Buy low; sell high."

Neither Pete nor Gwen reacted to Harry's (admittedly ancient) joke. Harry commented, "Jeez, you guys must have been really sick."

"You don't even want to know," said Gwen. The truth was, she and Peter and Mary Jane had all been up pretty late last night, and so they all looked like death warmed over now. Only MJ was even trying to keep up appearances, but then, she was a natural actress.

"You want to hang out after school today?" asked Harry. "Maybe find a costume-party to go to tonight?"

"I can't," said MJ. "Drama club. School play's next Friday night, so it's really crunch-time now. But I hope you'll all be there for the big night!"

"Wouldn't miss it," said Peter. "Count on it!"

"What about you guys?" asked Harry.

"We've got a shift at the lab this afternoon," said Gwen. "Maybe later on?"

"Okay," said Harry with a nod.

That was when Kenny appeared and plopped down into the seat next to MJ. His tray was even more loaded-down than Harry's was, and he stared at the pile of food as if it were the only thing the world. He didn't even start eating once he'd sat down; he just kept staring, lost in thought.
MJ cleared her throat. "Earth to Kong?"

Kenny jumped. "Wha...? Oh. Hey, guys."

MJ glanced over at her friends—they were all staring at Kenny, wondering at his odd behavior—before she continued. "Is... something the matter?"

"Maybe he's lonely," suggested Harry. "Now that Flash is spending all of his time with the new girl."

"Aw, is that it?" asked Gwen. "The big guy needs new friends, and we're all that's left?"

"It's nothing like that," said Kenny. "I've just been thinking a lot lately... about... stuff."


"I mean, like, super-people and stuff," said Kenny. He leaned over the table and lowered his voice down to a conspiratorial whisper. "I think our lives are, like, in real danger here! Think about it. Freaking aliens invaded New York over the summer, and all these super-heroes showed up to stop them. But now we've got, what, mutants and spider-men and vampires running around? And they all seem to be attacking the places that we hang out!"

"The world's a crazy place these days," said Peter.

"Yeah, but why?" asked Kenny. "This is gonna sound kind of... I don't know, kind of 'conspiracy-theory' crazy, but... what if it's a big Twinkie?"

Everybody stared again. "I don't follow," said Peter.

"You know, like in that movie, Ghostbusters. How, as soon as they started looking for ghosts, suddenly they were all over New York, 'cuz something big was coming. You remember that part of the movie, how they said it was like a giant Twinkie?"

"So... you're saying this is all, what, like some kind of sign?" asked Mary Jane.

"I don't know," said Kenny. "But it's something. I mean, all I know is, a vampire attacked our school the other night. A girl died. And I saw it."

"Maybe you should see the school counselor," suggested MJ helpfully.

"I don't think there's anybody in the world qualified to counsel people over this," said Kenny.

"That... is probably true," said Peter.

An ominous pall fell over the five teenagers. Then a chill winter breeze blew over all of them, causing them to shiver. "Maybe we should take this inside," suggested Gwen. "Uh... you know, 'cuz I don't want to get sick again so soon."

"Good idea," said MJ. They picked up their lunch trays and headed back to the cafeteria.

Along the way, Kenny wandered off on his own, once again lost in thought; and Harry was stopped by the ringing of his cell-phone, a business call that he had to take in private. So, soon enough it was just the spider-trio, looking for a new table to sit at inside the school building.

"What do you think?" whispered Peter. "Tonight, should we try and get to the bottom of this vampire business?"
"On Halloween night?" asked MJ. "That's almost too perfect… but I won't be able to join you until after practice."

"And I still need a new costume," said Gwen. "But I don't know how to sew."

"I'll help you with that," said Peter. The girls shot him a pair of funny looks. "What? Where do you think I got my costume? How do you think I mend my costume?"

"This is a side of you I never knew about," said Gwen.

"Oh, I always knew about it," said MJ. "I'm just too nice to bring it up."

That afternoon, Peter and Gwen raced over to ESU. Gwen had brought a ski-mask so that she could hide her face and web-sling along with Peter. They sped across town, letting out shouts of "woo!" and "yahoo!" the whole way. Peter pondered a newfound realization that web-slinging with a friend really was just plain fun.

But when they arrived at the lab, they found that most of the lights and equipment were off. It was as if the place were shut down again. They went inside, only to discover Curtis and Martha Connors going over some video footage in Curtis's office. Peter cleared his throat; Curtis looked up. "Peter; Gwen. Are you both feeling better?"

"Completely recovered," said Peter. "Right, Gwen?"

"One-hundred percent," she said with a nod.

"Well, I'm sorry to say that there won't be much for you to do today," said Curtis. "The lab's going be closed for a while. Again." He looked over at Martha, a question in his eyes.

"I think you should tell them," said Martha. "They're smart kids. They can handle it."

Curtis cleared his throat. "Um… there's been another break-in."

"Oh no!" said Peter. "What got stolen this time?"

"Not much in the way of equipment or supplies," said Curtis. "But… well, maybe you should see this." He pointed at the video monitor that was temporarily rigged up on his desk.

"What is it?" asked Gwen.

"After the last break-in, I decided to have some security cameras installed," said Martha.

Gwen felt her heart sinking into her stomach. "When… was that?"

"They only finished a couple days ago," said Martha.

Gwen sighed with relief.

"But it was a good idea," said Curtis. "The cameras caught something. Watch." He started the video again, and a series of grainy images in black-and-white played out on the monitor: a window opened; a man-like creature crawled in and then stood on the floor; he came into view, looking like a human being with vampire-bat features.

"Is that…?" started Peter.
"We think it's the vampiric mutant that they're talking about in the news," said Martha. "The one that attacked your high-school."

"No way..." said Gwen.

The images continued. Debra Whitman came into view. She spoke to the vampire briefly, leaning in close to him, maybe even kissing him. Then someone else appeared in the lab, a man wearing combat gear and carrying all kinds of weapons. A moment later, this newcomer was tackled by what looked like a werewolf of all things, who came crashing in through a window. They fought; then the vampire picked up Debra and flew away, and the werewolf went after them.

"Holy crap," said Gwen. "That was... I've never seen anything like that, and I've seen some pretty weird stuff lately."

"The fact is," said Curtis, "both Debra Whitman and Michael Morbius seem to have gone missing. We can't find either one of them. And there have been some government types poking around here too, asking all kinds of questions... so until we can find our grad students and get this business cleared up, we're going to have to suspend lab operations again."

"Do you think... that creature in the video could be Michael?" asked Peter quietly.

Curtis sighed. "If so, he wouldn't be the first scientist from this lab to turn himself into a monster. I... I honestly don't know what to think, but I'm hoping there's some other explanation."

"Well, um... maybe, just in case, you ought to have some more of that lizard-cure all ready to go?" asked Peter. "If that is Michael, your gene-cleanser could fix him."

"We already thought of that," said Martha. "As a matter of fact, some men from SHIELD were here this morning, and they suggested the very same thing."

"Really? SHIELD?" said Peter, trying to feign surprise.

"I was... strongly encouraged to give them the formula," said Curtis. "They said it would help their investigation."

"And did you?" asked Gwen.

Curtis nodded. "They're better equipped than we are to track down a dangerous mutant. They have agents, solders... we have, well, just the four of us at the moment."

"I just hope they don't hurt anybody," said Martha.

"Yeah," agreed Peter. "Me too." After an awkward pause, he said, "Well, if there's nothing here for us to do, maybe we should get a move-on..."

"One sec," said Gwen to Peter. "I'll catch up with you; I just want to grab some of my stuff."

Peter waited outside the lab. Gwen emerged a minute later, shaking her head. "I can't believe it. Bastard broke into my locker!"

"What?" asked Peter.

"My locker was broken open," said Gwen. "And the serum that I made from your blood? It was gone!"
"Then it probably was Michael," said Peter. "Your serum, Miss Whitman's bats… I guess it all kind of fits together. Somehow."

"When I get my hands on Michael, I'm gonna slap a little sense into him," said Gwen.

"Because he did almost the exact same thing you did?" said Peter.

"Yeah, exactly!" said Gwen. "Come on, let's go make me a new costume."

"Hold it," said Peter. "You head on home; I'm gonna go by the Bugle office first. Maybe there, I can get a lead on where Michael might be hiding out."

"All right," said Gwen. "Meet you back at casa de Parker then." She put her woolen ski-mask back on and went web-slinging off in the direction of Queens.

Ben Urich stood by while J. Jonah Jameson looked at Peter's most recent crop of pictures. These had been taken by his belt-mounted miniature camera during the kerfuffle in Central Park yesterday; as a consequence, most of them were simple shots of Sable, Kraven, and various SHIELD agents standing around. "You want me to pay you for these?" scoffed Jonah. "Not an action pic in the pile! You couldn't get one of the Spider-Monster they were there to hunt?"

Peter shrugged. "I don't think there ever was a monster. Just a bunch of agents and mercenaries, looking around, not doing much. If there had been some action, I would've shot it."

"All right," grumbled Jonah, writing out a payment order. "We can use these with Robbie's editorial about Sam Bullit. 'Candidate Pulls Trigger on Empty Crosshair'… hm, not quite. Have to work on the headline."

Peter glanced back over his shoulder at the ruined office—the wreckage had mostly been cleared away, but a lot of the desks and computers hadn't been replaced yet, and the big gaping hole in the wall was only taped over with big plastic sheets. "Uh… what happened here, anyway? Did a bomb go off?"

"Even better," said Jonah. "I was attacked—by the Hobgoblin!" Before Peter could say anything, Jonah continued, "But my son, the astronaut—a real hero—he was here, and he caught him! You're never going to believe who he was!"

"You unmasked him?!" exclaimed Peter.

Ben cleared his throat. "It was… Ned Leeds."

"I don't believe it," said Peter.

"Frankly, neither do I," said Ben. "That's why I want to talk to him at the hospital, before the cops arrest him."

"I don't see what good that'll do!" said Jonah. "He was in the costume. He was flying on a glider. He crashed through my window! He was clearly after me!"

"But don't you want to know why?" asked Ben.

"It's because he's a nut and a criminal, and he has been all along!" shouted Jonah. "And he was even clever enough to get me to assign him to the Green Goblin story. It must have been a clever plot to
steal the tech that the Green Goblin stole from Oscorp and—and—"

"And, what, fly around looking scary, setting off bombs and crashing through windows?" asked Ben. "What kind of sense does that make?!"

"Did you miss the part where he's a nut?" retorted Jonah.

"Um… Ben, do you mind if I tag along?" asked Peter. "I'd like to see how Ned's doing."

"Sure, Peter," said Ben.

Jonah muttered an inarticulate "Feh!" and waved them both out of his office.

Ned Leeds had been taken to Beth Israel, which was incidentally the same hospital where Miles Warren was still comatose and slowly convalescing. Peter asked after Dr. Warren, implying to Ben Urich and the nurses there that he was concerned for his old boss from the ESU lab; but, of course, he was in truth quite relieved to hear that Warren hadn't awakened from his coma. After all, the Jackal knew that MJ was the Scarlet Spider, which made him an especially dangerous enemy. For the foreseeable future, though, as far as the doctors there could tell, he was out of commission and still showing no signs of awakening.

Leeds was a different story: when Ben and Peter came into his room (which had an NYPD officer outside, standing guard), he was awake—even lucid. "Ben! Peter! You've gotta help me!" he exclaimed when he saw them. "The doctors won't tell me what's going on!"

"Let's start with what you remember," said Ben, pulling a chair up to Ned's bedside and sitting down. "What happened last night?"

"Weird dream," said Ned. "I was flying through the air… and then I hit something. And I woke up here."

"Then… you don't know?" said Peter.

"Know what?" asked Leeds.

"That you were dressed up like the Hobgoblin," said Ben. "You were flying on a goblin-glider, and you crashed into the Bugle office."

Ned stared blankly at Ben for a long moment before he burst out laughing. "That's a joke, right? You're putting me on—"

Ben, still straight-faced, shook his head. "I'm afraid not."

"But that's… that's crazy," said Ned. "I'm not the Hobgoblin! That's not even remotely possible!"

"It's what happened," said Ben. "Look, let's just back up here. What's the last thing you remember before that?"

"Uh… I, uh…" Ned scrunched up his face; he was having difficulty remembering. "I was following up on a lead. I got an anonymous tip to check out a warehouse in the South Bronx. I went there… it was like a damned armory inside. There were weapons everywhere—big racks of bombs and missiles. It was goblin stuff." Ned's eyes went wide when the memory came back to him. "One of the bombs went off! I remember this orange gas, and then… nothing."
"It sounds to me like you got suckered," said Ben.

"Somebody figured out that I was looking into the goblin story…" said Ned.

"And then they knocked you out, put you in the costume, and stuck you on the glider," said Peter. "To mess with us."

Ben nodded. "I think the kid's instincts are spot-on. Someone was screwing with you, Ned."

"A frame job," Ned muttered. "This is nuts…"

"Well for what it's worth, I believe you," said Ben. "Now it's just a matter of convincing Jonah."

"Oh God…" Ned groaned. "Don't tell me…"

"Yep. He was there when you got unmasked," said Ben. "But that's not the worst part."

Ned looked at Ben questioningly.

"You've been missing for over a week. Betty's been freaking out, but Jonah thought you were just skipping out on us."

"Oh crap… I am so fired…" said Ned.

"Nah," said Ben. "I'll talk to Jonah. I'll convince him."

"Do you really think you can?" asked Peter.

"Um… I'll talk to Robbie and Hoffman," Ben amended. "I'll convince them. I'm sure that between us and Betty, we can see to it that Jonah doesn't press charges."

Ned groaned again and slumped back down onto the hospital bed.

• • •

After parting ways from Ben Urich, Peter raced home. He went in through the front door and found, to some small amazement, that Gwen and Aunt May were both there, busily working together at sewing together a new Spider-Woman costume. When Peter came inside, May got up and embraced him. "You're all back, safe and sound," she whispered. "I'm so relieved."

"Actually, it was kind of cool," said Pete. "We got to meet some of the X-Men. And Captain America."

"I know," said Aunt May. "Gwen's already told me all about it."

"Cap was nice," said Gwen. "A real class act. Unlike that Nick Fury guy…"

May sat back down on the couch and asked Peter, "Have you spoken with Colonel Fury much?"

"Uh… no, not really," said Peter. "I've only met him twice. Why?"

"Well… what has he told you about your mother?"

"I know that she was a SHIELD agent," said Peter. "But that's pretty much it. I got to talk to Dr. Banner about my dad last night, though. They worked together for a while—"

"—Before you were born," said May with a nod. "That's right; I'd forgotten. I only bring it up
because… well, your mother worked under Colonel Fury directly. And—you must not remember this; you were so little—he was the one who brought you here, to me and Ben, after your parents died, nearly twelve years ago now."

"Nick Fury?" said Peter, gaping. "In person?!"

"That's right," said May. "He was a dear friend to Richard and Mary, back in the day—they even asked him to be your godfather. But instead, he brought you here. He knew how much Ben and I loved you."

"Huh," said Peter, falling down into an easy chair. "I never woulda guessed…” After a wistful beat, Peter looked up at May and pointed at the costume she was sewing. "Uncle Ben would've absolutely loved all of this."

May answered with a sad laugh. "I think you're right. He would've gotten such a thrill out of 'Spider-Man'."

After another quiet moment, Gwen held up her new mask. This costume was going to be different from the one that MJ had designed: mostly white on top, with dark gray leggings, and a hood lined with pink web-highlights that would go up over the mask to hide her hair. "Sometimes I wonder if all that destiny BS doesn't have something to it. It seems like you were always close this stuff, Pete."

"Maybe," said Peter. "But it was still dumb luck that I ever got bit by that spider." He pointed at the half-finished costume and said to Aunt May, "I'm surprised to see you helping with this."

"Well, I know you both," answered May. "I know that I can't stop you from running around in long underwear, swinging around and saving lives. So I might as well do what I can to make sure you look nice while you're doing it. Which reminds me, young man, that costume of yours is getting a little ripe. Make sure that you wash it before you go out again."

"Yes, ma'am," said Peter.

A moment later, the oven timer in the kitchen went off. May went bustling off to finish preparing dinner. Peter took over for May, helping to finish sewing up Gwen's new costume. After that, they all sat down to eat; and then they waited for MJ to get home.

Mary Jane came home a little after six that night. Anna Watson was working another late shift, which meant that MJ was free come right over to the Parkers'. May had saved her some food, knowing full well that Anna kept a busy schedule and couldn't really cook for her niece.

"So," said Mary Jane, once the spider-trio was together again and hanging out in Peter's basement, "what's the plan tonight? I'd like to catch up with Harry, but if there's a vampire flying around eating people—"

"Hence the whole 'power, responsibility' thing," said Peter. "Sometimes this gig sucks. This is one of those times."

"Hey, at least we've got Halloween costumes for tonight," said Gwen, who was now wearing her newly-sewn costume, minus the mask and hood. "If we stop the bad guy early enough, we could still hit a party."

"Maybe," said Pete. "But it might be kind of suspicious, the three of us showing up somewhere dressed like the Spider-Squad."
"Hey, I like the sound of that," said Gwen. "Spider-Squad… not bad."

"It's got a ring," agreed MJ.

"We'll have to run it by Felicia," said Peter. "But anyway… yeah, I think we have to go looking around. Especially if it really is Michael Morbius. We've got to help him, if we can."

"Did you get any leads at the Bugle?" asked Gwen.

"No; sorry," said Peter, "I got a little side-tracked there with some Hobgoblin weirdness… long story."

"Then what do we do?" asked MJ.

Peter and Gwen both fell silent, thinking.

After a moment, Gwen said, "Aha! Webs!"

"Webs?" asked Peter. "How will that solve our problem?"

"Oh; it won't," said Gwen. "I was just thinking of a nickname for myself. You know, 'cuz Spider-Woman's a mouthful, and you can't just call me 'Gwen' while we're out there. Spidey's already taken, since that's you; she's Red; I can be 'Webs'. You know, since I can make my own." She emphasized the point by spinning a little cat's-cradle of organic spider-webbing between her fingers.

"Bad guys already call me 'Web-Head' all the time," said Peter. "That could get kind of confusing."

"I guess I'll come up with something else then," grumbled Gwen. She summoned up some of that bio-electric energy, causing her hands to glow green and burn the webbing away.

MJ laughed and suggested, "How about 'Sparky'?"

Gwen looked at the glowing aura around her hands and corrected her. "How about 'Sparks'?"

"I guess that works," said Peter. "What do you suppose that stuff is, anyway?"

"Some kind of bio-energy," said Gwen. "That's as near as I can figure. Hmm… maybe I ought to test my powers out before we leave. See what I can do."

Peter and MJ agreed, and so they devised a few quick and simple tests to put Gwen through her paces. She was able to arm-wrestle Peter to a standstill, but MJ beat her handily every time—clearly MJ was the most powerful of the three in the strength department. After flicking web-balls at each other from different angles, seeing who could best dodge them, catch them, or avoid them blindfolded, they discovered that Peter was far and away the best with reflexes and spider-sense—while MJ and Gwen tied for a distant second in that area.

"Humph," snorted Gwen, folding her arms after they'd finished. "MJ gets super strength, Peter gets super reflexes, and I get, what, my own webs and a bio-blast light-show?"

"I think it's a little more than that," said Peter. "Wanna test it?"

"Okay," said Gwen, "lay it on me, professor."

Peter started pacing back and forth across the room. "Spiders are able to stick to surfaces because of static electricity. When I stick to a wall, I'm actually creating a static field around my hands and feet, or whatever part of myself I want to make sticky. I can control it, to some degree… but Gwen, I
think your energy is the same stuff, just… with a current instead of static forces. You can induce a flow of bio-energy by willing yourself to be… uh, super-duper-sticky."

"I'm not sure I follow," said Gwen.

"Well…" said Peter, "try this. Put your hand on the wall and stick it there."

Gwen walked over to the wall and stuck her hand in place. "Okay. Now what?"

"Now… I don't know how this works for you, but if it were me… imagine someone's trying to pull you away from the wall. And you don't want to pull away. So you will yourself to stick there harder. Try to think your hand… stickier."

Gwen faced the wall and narrowed her eyes, focusing all her concentration on her hand. After a moment, her hand started to glow, and the paint and the drywall started to burn and smolder under her palm. She gasped and pulled her hand away; there was a blackened, burned handprint left on the wall.

"Whoa…" said Gwen. "Did I just…?"

"Basically, you just microwaved your handprint onto the wall," said Peter. "I wonder just how much energy you can produce…"

"I wonder what that would do to a person," said MJ with a shudder.

"Well… we can test that too," said Peter. He stood in the middle of the room, spread out both arms, and said, "Zap me."

"Wait, are you crazy?" said MJ. "You could get really hurt!"

"I'm tougher than someone without powers," Peter pointed out, "and I heal pretty fast. We've got to figure this out sometime; I might as well be the guinea-pig."

"If you're sure about this…" said Gwen.

"Not really," said Peter, "but we've got to know what you can do."

"All right…" Gwen summoned up the energy again. Now there was a yellow-green aura around her hand. She stood about five feet away from Peter and pointed her arm at him, palm open. "Fire one…" She released the energy; a green bolt streaked across the room and struck Peter on the chest, knocking him to the floor—and out cold.

"Peter!" gasped Mary Jane. She knelt down next to him and felt for a pulse. He was completely unresponsive; and he wasn't breathing. "Gwen, do something! Peter's not breathing!"

"Do what?!" cried Gwen.

"I don't know… zap him again!"

"What, you mean like a defibrillator? I don't know if I can do that!"

"Just do it before he dies!" snapped MJ.

"All right," said Gwen, making both hands glow. "Clear!" She touched both hands to Peter's chest. Peter convulsed and gasped. "OW! Holy crap," he cried in a whiny voice, "that was the dumbest
"Well… top five, at least," said MJ, who collapsed onto the floor in relief. She pulled Peter close to her and said, "Come here, tiger," before kissing him deeply.

Gwen started to feel a little bit uncomfortable. "Um… you guys want me to come back in five minutes, or…?"

MJ broke the kiss and said, "Don't you ever do anything like that ever again!"

"I promise," said Peter. "Scout's honor," he added, holding up a three-fingered salute.

"That's Girl Scouts," said MJ with a giggle. She kissed Peter again.

"Ookay, I'm just gonna… go now…" said Gwen. "I'll be waiting in the kitchen when you guys are ready to… you know… okay then." She scurried upstairs.
That very afternoon, while Peter and Mary Jane helped Gwen experiment with her powers, Harry Osborn sat in his office at Oscorp. There were four televisions built into the office wall, and these were all tuned to different news stations. The computer at Harry's desk was logged onto a local news site, set to periodically refresh itself. He was waiting for any news at all that Spider-Man or one of his friends had been spotted and engaged by the mercenaries whose services he'd recently retained. There was nothing so far, though; that was disappointing.

The door to Harry's office was suddenly, violently flung open. Harry looked up to see a grim man walk into the room—a man carrying a submachine gun in one hand, and the limp form of an Oscorp security guard in the other. More curious than anything else, Harry got a good look at the newcomer who'd just barged into his office. He was in his thirties, maybe, with messy, black hair tied back by a headband. And he wore a long, black coat draped over black clothes, the most outstanding of which was his shirt—a black t-shirt with a big, white skull across the chest.

"Can I help you?" asked Harry.

"Are you Harry Osborn?" asked the man.

Harry pointed at the unconscious guard and said, "I guess that depends on what you want with Harry Osborn."

The man smiled and dropped the guard. He also lowered his gun. "Mr. Osborn, my name is Frank Castle. And I want to help you with your problems."

Harry quirked an eyebrow. "Another mercenary? Word must really get around when you put out a fifty million dollar bounty. Listen, Mr. Castle, I do appreciate the offer, but I've already hired—"

"No, Mr. Osborn, I don't think you understand." Castle crossed the room and put his gun on Harry's desk. Then he placed his hands on the desk and leaned over it, looking Harry in the eye. "I don't want you to hire me. I'm going to help you for free."

Harry was a little surprised at that—most of his life, most of the people around him had wanted his money. So this was a first. His answer was simple, just one word: "Why?"

"Because it's what I do. Some people call me 'the Punisher'—because I've made it my life's work to bring justice to criminals that the law can't touch. And these costumed clowns running around New York, they've ruined countless lives, not just yours." He paused for a moment and looked around Harry's posh office before continuing. "To be honest, Osborn, men like you—men with the resources to help themselves, to buy their own justice—aren't normally the sort of people I help. But the plain fact is, in this case, you're at the center of it all. Spider-Man… the Green Goblin… you're the poster-child for all of their victims."

Harry leaned back in his chair and thought over Castle's words for several seconds. Then he asked, "What happens if I say no?"

Castle answered with a short, hollow chuckle. "Who said I was asking your permission? But I do need to make one thing clear first: I don't work with criminal scum like Sable Manfredi and Sergei Kravinoff." He picked up his gun again and pointed it at Harry's chest. "So this is what happens now: you're going to take your cell phone out of your pocket, and you're going to call them up and tell them that they're fired."
"Are you insane!?" protested Harry. "I can't just—"

"You can, and you will," insisted Castle. "And don't bother calling your security office, by the way: they're having nap-time right now."

Shaken by this new turn of events, Harry slowly took out his phone and dialed Silver Sable. "Ms. Sable? Harry Osborn here. I… regret to inform you that I'm going to have to terminate our arrangement."

"What!? Who do you think you are, Osborn? You can't just back out of a contract like that!"

"Circumstances beyond my control have—"

"Fuck your circumstances! The Wild Pack's gonna deliver, and you're gonna pay up. End of story!" Sable cut the line.

Harry had beads of sweat forming on his brow now. "Well, that could've gone better."

"I take it she wasn't thrilled?" said Castle.

"No, she wasn't," said Harry, glaring.

"Good," said Castle. "Maybe that'll give Sable an excuse to get in my way. Then I can take her down too." Without another word, he turned and walked for the door.

As Castle was leaving, Harry called after him, "Don't forget, I need one of them alive—preferably Scarlet Spider! I need to learn the truth!"

Castle acknowledged Osborn's request by holding up his submachine gun and giving it a little wave; but he didn't look back, not even to spare Harry a glance over his shoulder.

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That evening, just as the sun was going down, the spider-trio swung their way into Manhattan—and Peter got a cell-phone call from Felicia. "Cat?" he answered, still swinging from a web-line. "How did you get my number?"

"From Fury. Contacting you like this is so much easier, Spider! No more standing on rooftops and waving my arms like an idiot!"

"Uh… yeah, great," said Peter with minimal enthusiasm. He shifted his phone from his right hand to his left, so he could more easily spin web-lines and keep swinging. "So… what's up?"

"SHIELD has a little mission for us. Do you and the girls want to meet me at Avengers Tower?"

That gave Peter pause. "'Avengers Tower'? They've got a tower now?"

Felicia giggled. "Well it was the new Stark Tower; but they've kind of repurposed it."

Now Peter knew what she was talking about. It was the Stark building in the middle of Manhattan, the one powered by the big arc-reactor—which everybody in the city knew about, both because of Stark Industries' publicity machine, always touting the arc-reactor as the key to a green energy revolution amidst much hype and fanfare; and because that tower had been ground-zero for the Chitauri invasion and the Battle of Manhattan.

"Okay," said Peter, "we're on our way."
A short while later, the trio spotted Felicia on the roof of the newly-christened Avengers Tower. Where once, the name “STARK” had been splashed across the top of the building in big, gaudy letters, now only the ‘A’ remained—cleaned up and repaired since the summer, of course, but Tony Stark had otherwise chosen to leave it that way. It was part memorial, part trophy—a commemoration of the Battle of Manhattan and the victory of the Avengers over Loki and his alien army.

Felicia was in costume and reclining on a deck-chair, legs crossed and tapping one set of clawed fingers impatiently on the arm-rest. "What took you so long?"

Peter was the first to land on the rooftop, followed shortly by Gwen and MJ. "Oh, you know what it's like," he quipped, "trying to hail a cab in this city."

"What's the rush, anyway?" asked Gwen.

Felicia produced a file-folder and said, "This." She opened the folder and took out a black-and-white picture of Blade. "I saw this guy in the park the other night. Look familiar?"

"Yeah," said Peter. "We saw him fighting in some kind of monster-mash melee on a security tape over at ESU."

Gwen nodded. "Looked like a pretty tough bastard, fighting a vampire and a werewolf at the same time."

"Wait, werewolf?" interrupted MJ. "Nobody said anything about a werewolf. Please tell me you're joking."

Felicia ignored her and continued, "According to SHIELD, this guy calls himself 'Blade'." She opened the folder and took out a dossier. "Real name Eric Brooks, born in London in 1929—guy looks good for an octogenarian—but he's been living in Detroit since the sixties. Where, apparently, he hunts vampires."

"What a coincidence," muttered Gwen. "We're hunting a vampire too."

"And if the one we're looking for really is Michael Morbius," said Peter, "then we've got to get to him and cure him before Mr. Buffy Van Helsing here can drive a stake through his heart."

"Exactly," said Felicia. "That's why Bruce gave me these." Here, she went over to a metal suitcase and opened it up, revealing a number of hypo-spray injectors and a dozen vials of Curtis Connors's adaptive anti-mutagen.

"'Bruce'?" echoed Peter. "You're on a first-name basis with Dr. Banner now? Wait, Dr. Banner is here?"

"Oh; he lives here, I guess," said Felicia nonchalantly. "His apartment is even nicer than my mother's. I guess that's what happens when you make friends with Tony Stark and save the world."

"Well anyway, it looks like he was able to reproduce Doc Connors's formula," said Peter, "so that's something."

"Now we just need to figure out where the bad guys are," said MJ.

Felicia went back to the dossier and said, "SHIELD's got us covered there too. Their latest
intelligence has Blade snooping around in Brooklyn Heights, looking at warehouses near the docks."

"Well then what are we waiting for?" said Gwen. "Let's go kick some monster ass." And in truth, she was equal parts eager for a fight and righteously angry at Michael. If Michael really had gone and used her research and Peter's blood to turn himself into a monster, she felt as if she owed him the thrashing of his life, if only to make herself feel better, given the part she'd played in bringing this little mad-science nightmare into being.

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And so three spiders and a cat made their way south, towards the Brooklyn Bridge. But little did they know that they were being watched. High up on a rooftop, only a few blocks away from Avengers Tower, Silver Sable finally spotted her quarry through the sniper-scope of her high-powered rifle. She activated a wrist-comm and said, "Wild Pack, I've spotted the targets heading south on Park Avenue. Gear up; we're heading out. Kraven, do you have a visual?"

"Da, I see them," replied Kraven the Hunter. He was on another rooftop, some distance away, clinging to a flagpole with one paw-like hand and holding a walkie-talkie in the other. He peered into the night with yellow, catlike eyes, his gaze following the foursome as they swung between buildings on webs and grappling-lines. "I will be your eyes in the canopy of this steel jungle, and together we will hunt our prey to whatever ends—"

"Stow the poetry, Tarzan, and just keep hot on their tail," said Sable. "I want constant updates; we can't afford to lose them now, not if we want to make Osborn pay up. Sable out."

Kraven growled something impolite in Russian and then sprang off the side of the building. A short while later, he was running across the rooftops on all fours, bounding and leaping with super-human agility. Keeping up with Spider-Man and his allies would prove no challenge at all, since they weren't even aware that they were being hunted. His only concern lay in making sure that his pursuit went unnoticed for the time being. To that end, he remained in the shadows and tailed the Spider-Squad from a considerable distance, relying more on scent than sight to follow them.

Silver Sable, meanwhile, came down from her vantage point on the rooftop and joined her Wild Pack in their armored van down on the ground. Her mercenary underlings locked and loaded their weapons, itching for some action and the payday they'd been promised. Sable wasn't about to let them down, so she took it upon herself to stay in contact with Kraven and make sure he kept them in the loop.

The armored van peeled away from the curb and out into traffic, weaving between cars as it sped south in Kraven's wake.

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When the Wild Pack van screamed past the alleyway where Frank Castle was hiding out, that was his cue to go to work. Sable was sloppy enough; the fact that she'd chosen to partner up with an attention-hound like Kraven the Hunter just made things ten times easier.

Castle was sitting in the driver's seat of his own heavily armed and armored Battle-Van—and he had some military-grade hardware stowed away behind him that would make Sable's Wild Pack and all their gear look like cheap plastic toys. "Showtime," he said, activating a voice recorder. As he pulled into traffic and sped up so that he could tail behind Sable's van, he said, "War journal, entry thirty-one-ten-twelve-alpha. In pursuit of secondary targets: Silver Sable and Kraven the Hunter. They are targets of opportunity, to be eliminated if circumstances permit. Primary objective: bring down Spider-Man, Scarlet Spider, Green Goblin, or any associated allies. Kill or capture… is irrelevant."
Blade's motorcycle came to a stop outside an old, abandoned church in Brooklyn Heights. Although the night was still young and the moon was full, this place was shrouded in darkness. Taller buildings on either side of the church grounds cast long shadows, blocking out the moonlight. The church building itself had a partly-collapsed roof and boards over most of the windows. Graffiti covered the outside of the building. The grounds were unkempt and strewn with rubbish.

"Sacred ground," Blade muttered to himself. "I'll see it cleansed of unholy filth once more." He got off the bike and crossed the threshold of the churchyard. Then he shouted, "Creature! I sense your presence! Show yourself!"

Out from around the side of the church, Man-Wolf prowled into view. "Hunter…" he growled. "You are… foolish to challenge me again…" Drool dripped from his maw, and he flexed his claws, as if eagerly anticipating the coming fight.

"Varcolac," said Blade, addressing his opponent with the Transylvanian word for a werewolf. "Your kind was wiped out long ago. I shall see to it that you join them!" He drew a pair of magnum pistols loaded with silver-and-wolfsbane bullets and shouted, "I was caught by surprise last time—but now I've come prepared!" He opened fire, and the fight was on.

The Man-Wolf rushed straight at Blade, snapping his jaws and swiping his claws. He made little effort to dodge any gunfire; consequentially, Blade managed to unload round after round right into Man-Wolf. With each hit, the silver bullets left a smoking, smoldering wound that caused Man-Wolf to stagger back… but he never faltered for more than the merest instant, and the wounds certainly didn't stop him. Both guns' magazines were soon empty, and Man-Wolf was upon Blade.

Blade dropped the guns and pulled his silver katana, just in time to deflect several furious strikes from Man-Wolf's claws. As they dueled, Blade could see Man-Wolf's wounds slowly closing. "Impossible—" he said between battle-cries and heavy breaths. "Silver—is supposed to be—your weakness!"

Man-Wolf answered with a deep-throated, growling laugh. "I am Man-Wolf! I wear the amulet! I have no weaknesses!" Then he lunged forward and wrapped both paw-like hands around Blade's neck, and he started to squeeze.

Blade gasped for breath, and he thought fast. Every legend concerning werewolves implied that either silver or wolfsbane could kill a werewolf, if it thrice pierced the heart… in a flash, he realized how stupid he'd been. He was on the verge of losing consciousness now, but he managed to keep a firm grip on his sword and plunged it into Man-Wolf's chest. Man-Wolf reared back and howled in agony, losing his grip on Blade. The silver katana was stuck in his ribcage now, the blade having pierced directly through his heart. He staggered back, whimpering like a wounded dog, before he finally succumbed and fell to the ground.

Blade struggled to his feet and limped his way over to Man-Wolf's fallen form. He pulled his sword cleanly out from the gaping chest-wound and flicked it a few times to get the blood off. Then he looked down and spotted the ruby around the creature's neck. "The Amulet of Lycaon," he whispered. He reached town to take the artifact… only to find that he couldn't remove it. It seemed to be bound firmly to the Man-Wolf, fixed into the flesh just above his sternum. "Very well," said Blade. "I'll just have to cut it out of you…"

"Wouldn't that be cruelty to animals?" asked Spider-Man. He and his squad had been drawn here by the sound of gunfire almost immediately; Peter landed on the ground in a spider-crouch, ready to spring on Blade at a moment's notice. MJ and Gwen descended from their own web-lines a moment
later, putting up their fists in more traditional fighting stances. Then Felicia finally caught up to the others, reeling in her grappling-hook as she took up a position behind Peter.

"We're really going to have to work on our timing," said Felicia. "Either that, or you can make me some web-shooters sometime."

"Whoever heard of a cat with webs?" asked MJ.

"Whoever heard of a spider with a tush as cute as your boyfriend's?" countered Felicia, who directed a leering gaze at Peter.

"Touché," said MJ.

"I'm gonna slap you both," said Gwen.

"Lord, I miss being a solo act…" muttered Peter.

Blade interrupted their banter with an angry snarl. "You are foolish children!" he roared. "You have no business being here! Leave this place at once, before you get hurt!"

Gwen cracked her knuckles and said, "Look who's talking." Then she pointed her fingers at Blade and spun a dense mass of webs all over him, effectively pasting him to the ground. He roared and struggled, but he wasn't anywhere near strong enough to break through Gwen's organic webbing.

"That's one down," she said.

"…And another one getting back up," said MJ. She pointed at the fallen form of the Man-Wolf, who was already healing from the sword-wound and starting to rise. "So… not joking about the werewolf, huh?"

"Apparently not," said Peter. "Red, Sparks, same trick!" Peter, MJ, and Gwen all fired webs, likewise gluing Man-Wolf to the ground. The werewolf snarled and pulled against the webs, straining to tear through them, and it looked like he was making some headway cutting himself free with his claws. And so, as an added measure, Mary Jane decided to further subdue the Man-Wolf with a burst of impact-webbing. She fired a little web-ball that exploded into a sticky mass that completely covered the werewolf and hid him from view. He was still struggling under the blanket of white glue, but it looked as if this would hold him for a bit longer, at least.

"Good thinking," commented Peter.

Gwen pointed at the old church. "Think Mikey's in there?"

"We won't know until we look," said Felicia.

And that was when Silver Sable's armored van appeared. It came screeching to a halt on the street behind them, with Kraven the Hunter clinging to the vehicle's roof. Kraven sprang twenty feet into the air, roared like a lion, and came crashing to the ground a short distance away from our heroes. "Spider-Man!" he yelled. "Our long-awaited rematch… begins now!"

At the same time, Silver Sable and her Wild Pack exited the van, fanning out into a wall of heavily armed and chrome-armed soldiers-of-fortune. They pointed their guns at the Spider-Squad, and Sable said, "Give yourselves up, come quietly, and no one gets hurt! Resist… and we open fire!"

Peter let his head fall into an open palm. "Oh, for cryin' out loud… how many flippin' lunatics are we gonna have to take down tonight?!"
"Never mind them!" said Kraven. "We must fight! It is a matter of honor!"

"Kraven, that's not the plan!" said Sable. She looked at Spider-Man's allies nervously; they looked more than half ready to spring into a fistfight with her Wild Pack, and that wasn't what Sable wanted. She needed this to go down quickly and cleanly—even with all their firepower, they'd be at a disadvantage against four super-humans in a drawn-out battle.

Before anyone could say anything about Sable's plan, though, two things happened that changed everything. First, another armored van appeared behind Sable's—and it didn't slow down. It just plowed right into the side of Silver Sable's van, taking no damage itself but sending Sable's vehicle skidding on its side into a building wall. Then, from forward-mounted missile-tubes within the Punisher's Battle-Van, two small missiles launched out and streaked across the short distance to the other van, where they impacted and exploded—leaving Sable's vehicle, along with her entire backup arsenal, reduced to a smoking crater.

At the same time, Man-Wolf suddenly tore through MJ's impact-webbing and launched himself like an angry, toothy, clawing furball, right at the first living thing he saw—which happened to be Kraven the Hunter. So while Silver Sable and her Wild Pack stared, gaping in surprise and disappointment at the wreckage of their van, Kraven suddenly found himself locked in the most ferocious life-and-death battle he'd ever faced or imagined. Moreover, his own feline-enhanced DNA caused him to feel an intense antipathy for this canine monstrosity attacking him. It was more instinct than anything else, but he wanted nothing more than to tear this wolf-man apart with his own claws.

To make a long story short, Kraven was now having the time of his life and loving every violent second of it.

"In case you're counting, that makes at least a dozen 'flipping lunatics' so far tonight," said Felicia to Peter helpfully.

"Right; we need a new plan," said Peter.

Meanwhile, the Punisher leapt out of his Battle-Van, carrying an anti-tank rocket-launcher over his shoulder. He aimed this right at Silver Sable and fired; she shouted "MOVE!" and dodged the rocket-propelled grenade along with the members of her Wild Pack. The blast left another crater in the ground where she'd been standing; as she and her mercenaries coughed and rolled away and tried to regain their bearings, Castle dropped the bazooka, pulled out an assault-rifle, and fired a clean three-round burst into the head of one of the mercenaries, pulping it like an overripe melon.

"It's the fucking Punisher!" cried Sable. "Forget the spiders; take him down!" She flattened herself against the ground, lined up Castle's head in the sights of her heavy auto-sniper rifle, and started emptying the magazine of round after high-caliber round. The report from each shot was loud enough to be deafening to anyone nearby.

Castle calmly ducked back inside the Battle-Van again, peeking out only to return fire. He sprayed-and-prayed with his weapon set on full-auto, pausing from time to time to duck back from the Wild Packs' shots and reload.

Just about then, Blade finally managed to get his sword into the webbing holding him down. Now he was cutting himself free, and laughing in triumph as he did so. Peter saw this and started shouting orders. "Cat, take the gene-juice and go after Michael! Sparks, see if you can zap some sense into Kraven and Fido over there. Red, you're with me; punch anyone with a gun!"

The girls all gave shouts or nods of acknowledgement, and then the Spider-Squad split up to handle their assigned tasks. Felicia went chasing after Blade, into the church. Gwen leapt into the fray with
Kraven and Man-Wolf. And Peter and MJ shot webs at the Wild Pack mercs, surprising them from behind.

One by one, either Peter or MJ stuck a web-line to the back one of the Wild Pack, gave a sharp tug, and pulled the unfortunate soldier right off his feet and into one of their fists. Of the five remaining Wild Pack members, they disposed of three this way before the others noticed, and Silver Sable starting ordering them to shoot at Spider-Man and Scarlet Spider too. The spiders dodged the bullets and shot up into the air, disappearing from sight for a moment. Seconds later, nets of webbing caught the remaining two mercs by surprise and glued them helplessly to the ground.

"Not a bad idea," said Castle from within his van. He reached back for another piece of hardware, stepped out into the open, and said, "Here's my webbing." The device he carried over his shoulder was essentially a heavy net-gun: it fired a weighted titanium mesh net, and it was loaded with several rounds. The first of these, he shot at Silver Sable, and he scored a direct hit. She became completely entangled in the metal net. He grinned and walked over to her, resetting the net-launcher as he walked.

"You vicious bastard!" spat Sable. "You just murdered Powell! He had a family!"

"So did I, once upon a time," said Castle. "But they were killed. By the Maggia. Costa family, not Manfredi, but what difference does that make?" He knelt down next to Sable, drew out a pistol, and pointed it at her head. "You're all the same. You've worked for Silvermane all your life. Give me one good reason I shouldn't just end you right here."

Sable's eyes were wide open, pleading. "I'm not in the organization anymore! My father's in jail! I'm a legit mercenary now—!"

Castle snorted a laugh and said, "Just kidding. There's nothing you can say to me." His finger closed on the pistol-trigger, and in that same instant, he was yanked off his feet by webs from Spider-Man and Scarlet Spider. The shot went wide and the pistol flew out of his hand. Silver Sable, her life spared for the moment, heaved a sigh of relief.

But even as he hit the pavement hard and rolled to absorb the momentum, Castle was smiling and reaching for his net-launcher. Now it was on. It was time to dance with the spiders in the pale moonlight.

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Felicia didn't like the idea of breaking into a building that she hadn't properly cased out. It went against her every instinct as a burglar. And this old place was downright creepy. She crept inside the front door and took a cautious look around. The inside was badly ruined. Only a few of the church's pews remained, and these were broken down and overturned, along with the font and altar. Blade was already recklessly dashing toward the back of the church, to the rectory and the bell-tower. Felicia ran after him.

In the space behind the altar, rickety wooden stairs ran up the walls all the way to the belfry in the main steeple; like the rest of the church, these were ancient and rotted away. Blade gave this no thought; sword drawn, he ascended the tower, taking two stairs at a time. Felicia followed behind. As she climbed, she noticed that some of the stairs were probably ready to give way under any weight at all. She avoided these with ease.

Blade wasn't so lucky: about two-thirds the way up the tower, he hit a bad stair and went crashing straight through. He lost his sword, which went clattering all the way back down to the floor, and he was left hanging from the broken staircase, holding himself up only by the strength of his own two
arms. Felicia pranced up the stairwell past him and taunted, "Black Cat crossed your path…" She blew him a kiss as she sailed by.

Blade growled in frustration and strained to pull himself back up onto the stairs.

At the top of the tower, Felicia emerged through a trapdoor into the belfry, and she gasped at what she saw. A table had been set up like a surgeon’s slab: resting on it was a woman with ash-white skin, pointed ears, and an upturned, batlike nose—a female vampire. "A woman?" whispered Felicia to herself. She crept over to where the vampiress appeared to be sleeping, and sure enough, she didn't respond at all to Felicia's presence.

"Yes," said a raspy, accented voice behind Felicia. Black Cat turned around to see Michael Morbius hanging upside-down from the ceiling, near the cluster of bells. He descended slowly, turning upright as he floated down to the floor. "My woman. Debra. My mate."

Felicia swallowed. "Are you… Michael?"

Michael's eyebrows rose. "You know who I am?"

"Yes!" said Felicia. She held up one of the injectors that she'd gotten from Dr. Banner and said, "I'm here to help! We can cure you!"

"Alas," said Michael, "you cannot." He walked past Felicia and leaned over Debra's unconscious form, gazing down lovingly at her mutated features. "My disease has progressed too far. If you try to make me human again, I shall surely die. It would be a matter of hours; maybe days, at the most."

Felicia pointed at Debra and said, "What have you done to her? Did you… did you bite her in the neck?"

Michael looked up and glared angrily. "This is not a fairy-tale!" he cried. "I have transformed her with a gene-altering serum… so that we might be together…"

"That's… kind of romantic, I guess," said Felicia, "but you still turned her into a monster for your own selfish reasons! Now you both have to feed on human blood to survive!"

At this point, Debra stirred. She let out a little yawn and woke up on the table. She sat up, opened her eyes—they were blood-red now, just like Michael's—and fixed them on Felicia. "That's not true," she said. "Don't you know anything about vampire bats? We can feed on anything… mammals, birds… if it's warm-blooded, it can sustain us."

"But… but you killed a girl," said Felicia to Michael.

Michael looked down in shame. "I was… newly transformed. Confused, and hungry. I… I did not know…"

"But he knows better now," said Debra, who walked over to Michael and put her arms around him. "I'm here now. I'm an expert on bats. I can teach him… we can find some place to live… some way to live, so that we don't have to hurt anyone else."

Michael looked into Debra's eyes and said, "You don't have my blood-disease. You could take the cure… you could be normal again…"

"I don't want to," said Debra. "This is… not just my life's work. It's everything I've ever dreamed of! And I have you…"
Blade appeared in the trapdoor, once again brandishing his sword. When he saw not one but two vampires, embracing in the moonlight, he howled with rage and sprang into the belfry. "Rraagh! Die, vampire scum!"

In that moment, Felicia made a decision. She dropped the anti-mutagen injector and positioned herself between the lovers and the vampire-hunter. He swung his sword; she intercepted with her claws. Super-soldier reflexes disarmed him with ease; then she grabbed ahold of Blade, and super-soldier strength restrained him. "Go," she said to Michael and Debra. "Get out of here!"

Michael stared wonderingly at Felicia. Then he nodded. "I thank you."

"Come, my love," said Debra. She led Michael over to one of the openings in the side of the bell-tower. They both lifted their arms, revealing flaps of skin that resembled bat-wings; and then they lifted up off the ledge and sailed off into the night together.

"No!" cried Blade, struggling against Felicia's grip. "Why are you helping them!?"

"Because they don't want to hurt anybody!" said Felicia. "They just want to be left alone!"

Blade redoubled his efforts to wriggle free; finally, Felicia released her grip on him.

"I cannot simply let them go!" cried Blade. "I have made it my life's purpose to rid the world all vampires!"

"They're not even real vampires!" argued Felicia. "They're just a couple of mutated scientists."

"This isn't over," insisted Blade. "I will chase them down, and I will destroy them!"

Felicia answered, "In that case, you can believe me when I tell you this: I wish you all the worst of luck with that… which means that you'll never find them now."

Blade spat at Felicia's feet and muttered, "Foolish woman." Then he stalked back down from the bell-tower and went off into the night, to continue the hunt.
Interconnection

When the first police-car in the neighborhood arrived on the scene, the two NYPD officers took one look at the goings-on and decided not to get out of the car. There were craters from explosions, wackos with big guns, some big furry monsters beating the tar out of each other, and at least three spider-people fighting everyone. "Hey, uh, Bob," said the officer in the passenger-seat, "what do you say we let the spiders take care of this one? Maybe set up a perimeter and phone it in?"

"Yeah, I think that's a good idea, Joe," said the other cop. He turned the car around and positioned it to block off the street from that direction. Then he radioed for backup.

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After Felicia ran off into the church, Gwen balled a fist and threw herself at Kraven. The hunter's instincts kicked in; he ducked, and Gwen's punch connected solidly with Man-Wolf's jaw, staggering the beast back.

"Do not interrupt our battle!" Kraven demanded.

"I ain't interrupting squat, jungle-boy; I'm ending it!" Gwen pivoted around and took another swing at him.

Kraven smiled as he made easy work of dodging the girl's punches. She had spirit, but she was inexperienced. "Perhaps someday, you will make a worthy opponent, little one," taunted Kraven. "But not today." He reached out and snatched Gwen by both wrists.

Gwen, at least, was both strong and fast enough to reverse the hold, breaking free for a second, but neither fighter was willing to back off. So they gripped each other by the hands and pushed, Kraven matching his strength against Gwen's. Then it was Gwen's turn to smile—and her hands started glowing. "Night-night, Jungle-Boy."

Kraven barely had time to utter a surprised "What?" before Gwen zapped him with her bio-blast. She fed the current directly into Kraven's arms, using just as much juice on him as she'd used on Peter earlier; and Kraven went out like a light. He slumped to the ground, unconscious, just in time for Man-Wolf to recover and tackle them both from behind.

The three of them went rolling across the ground, Man-Wolf howling in a berserker fury and raking his claws into both Kraven and Spider-Woman. Gwen cried out in pain at the first set of lacerations into her flesh, but then she just got angry. She pushed away with all her might, springing high into the air; then she turned a flip and landed on her feet. Man-Wolf was up in an instant too, all thoughts of Kraven forgotten now. He snarled like a mad dog and stared Gwen down.

They both exploded into motion, Man-Wolf charging Gwen and Gwen firing a spray of webbing from all her fingertips. The werewolf kept on coming, kept on swiping with his claws, but Gwen just walked backwards as fast as she could, laying on the webbing as quickly as it could come out. (So far, she hadn't found a limit on how much web-fluid she could secrete in a day; but she was starting to feel a little hungry now.) Eventually, Man-Wolf's forward momentum slowed to a halt, with a thick net of webs holding him firmly in place, even as he continued to struggle and rage.

Gwen, breathing heavily, tried to focus all of her remaining bio-energy into her hands. "Your turn, Wolfie," she said. "Eat hadouken." The energy formed into a glowing yellow-green ball, which she threw at Man-Wolf. The blast caused Man-Wolf to yelp in pain, but it didn't knock him out. He just
kept on tearing at the webs, trying to claw himself free. "Aw, nuts," muttered Gwen. She was really starting to feel the fatigue from using her bio-blasts so heavily.

A short distance away, the gunfight between the Punisher and the Wild Pack had just come to an end, and now Castle found himself squared off against both Spider-Man and Scarlet Spider. "I don't suppose there's any chance you'll both give yourselves up and come quietly?" asked Castle.

"Funny," said Spidey, "I was just about to suggest the same thing. I'm gonna guess you don't have a permit for that?"

"What, this?" asked Castle, brandishing the net-launcher. "Nah. They don't even issue permits for tech like this." He fired a lazy shot at Spidey, who easily dodged the weighted net.

"So we're really gonna do this, huh?" asked Spidey.

"Looks like," said Scarlet. "Impact webs?"

"You really like those," Spidey commented.

"I really do," she affirmed.

Castle stood his ground and calmly reached for a bandoleer of grenades which he'd had strapped across his chest. While the spiders started firing explosive little web-balls at his feet, he danced back out of the way and threw the bandoleer—depressing a switch as he did so, which removed the pins from all of the grenades fixed to the strap and sent them scattering off in the general direction of the two spider-heroes.

Frag grenades, incendiary grenades, smoke-screens, flash-bangs, tear-gas, knockout-gas… a dozen different kinds of explosions all went off around Spidey and Scarlet. They dodged at first, but soon enough they were coughing, tearing up underneath their masks, and staggering blindly through clouds of gas and smoke.

Peter, almost blind to the world except for his spider-sense, coughed and stumbled ahead, feeling around for MJ. "Red… I can't… where'd you go…?"

Castle stood and waited. The smoke wouldn't dissipate for a while yet, but in the full moonlight, he could just barely make out some shadows moving within the cloud. As soon as he was sure he had a target, he fired the net-gun, latched onto someone, and reeled them in. A few seconds later, he dragged a coughing and sputtering Scarlet Spider out of the gas-cloud. Castle smiled; Spider-Man might have been the famous one that the crazies were always chasing after, but Scarlet Spider was the one that he genuinely wanted to bring down. After all, she was a known criminal—heists to her name and blood on her hands. If anyone could tell him where the Green Goblin was, she could. And she was the one that Harry Osborn wanted to question, for whatever reason. Which meant that it was time to go.

He picked up his now incapacitated quarry, slinging her over one shoulder, still wrapped up in the titanium net. He carried her over to the Battle-Van and threw her into the back. Then, for an added measure, he pulled a very big gun out of his van—an M249 SAW, the "Squad Assault Weapon" anti-personnel machine-gun—and he proceeded to waste the whole area with 5.56mm rounds, focusing mainly on the cloud of gasses and vapors where Spider-Man was probably already succumbing.

If Spider-Man hadn't been killed by the grenades, surely that would've done it. Satisfied, the Punisher
placed the machine-gun back inside his van, shut the back, and strolled around to the driver's seat. After making sure that the Spider-Woman in the white and gray costume was still too occupied fighting that wolf-man to notice him and possibly follow, he climbed into the driver's seat and took off.


Gwen pressed the fight against Man-Wolf, shooting webs with her right hand and letting off little green bio-blasts with her left. The bio-blasts seemed to be tiring her out just as fast as they worked on her opponent, though, so eventually she gave up on that strategy. Whatever this Man-Wolf was made out of, it couldn't be natural. It was as if he could heal from any wound, given sufficient time to regenerate.

Blade came roaring back out of the church, looking for someone, anyone to fight. He saw the varcolac still up, still fighting, and he realized that he still had a chance. The creature was bound to the service of Morbius; it would follow the vampire wherever he went. He just needed to turn it loose, and track it. So he strode up to Man-Wolf and Spider-Woman and placed his sword between them. "Stop fighting!" he commanded.

Man-Wolf tilted his head, as if he were skeptically considering Blade's words. Then he lifted his muzzle skyward and sniffed the air. The creature's eyes widened when he realized that Blade was telling the truth: Morbius and Debra were gone from this place, fleeing. He reared back and howled at the moon before turning and running off into the night.

"What the… hell was that?" huffed Gwen. "You're just… letting him go?"

"He is no longer your concern," said Blade. "I will follow the creature. You would be wise not to follow me."

Blade was already getting back onto his motorcycle and zooming away, when Felicia finally rejoined Gwen. "Where did everybody go?" asked Black Cat.

Gwen looked around. "Uh… I'm not exactly sure."

Silver Sable and the Wild Pack were still mostly present and conscious, either webbed up or netted. But now that Man-Wolf was gone, and Blade after him, the girls realized that Peter and MJ were nowhere to be found, and that some kind of gas-cloud now filled the street out in front of the church.

Gwen went rushing into the cloud, covering her mouth with one hand and futilely trying to wave the gas away with the other. "Spidey! Red!" She coughed as she shouted. "Where are you guys?!"

"Over here!" said Felicia. She found Peter rolling on the ground nearby, half-conscious and coughing his lungs out.

"MJ…" he sputtered. "He got MJ…"

"Crap," breathed Gwen. "Who was that guy?"

"The Punisher," said Felicia. "He's like a bogeyman to anyone who's ever done anything criminal."
Some ex-military nut who thinks he can just run around killing people for jaywalking."

"What!?” cried Peter. He was still weak, but he was starting to come around. "We have to go after her… if he kills her…"

"He might have taken her alive as bait for us," suggested Cat. "I think he wants us all dead."

"It's not that!” said Silver Sable. "Get me out of this, and I'll tell you where he's taking her!"

Gwen walked over to Sable and said, "You attacked us too. Why shouldn't we just leave you for the cops?"

"I was hired to bring you people in," spat Sable. "So chances are, that's where the Punisher is taking your friend. Get me out of this net, and I can tell you who hired me. Deal?"

"Yeah, sure," said Gwen. She started untangling Silver Sable from the titanium mesh. "Who sent you?"

"The president of Oscorp," said Sable once she was free. "Harry Osborn. He thinks you all killed his daddy, and he wants revenge."

Gwen, Peter, and Felicia all started at Sable's words. "H—Harry Osborn?" repeated Peter.

"Yeah," said Sable. "Rich little snot. But I don't care anymore. He tried to break out of our contract, and now one of my men is dead. So if you guys want to go beat him up or kill him or something, go right ahead. Little punk deserves it."

She didn't even get a reply. Spider-Man, Spider-Woman, and Black Cat were already off and swinging their way back towards Manhattan.

• • •

The Battle-Van pulled up to the curb outside Oscorp. Castle climbed into the back of the vehicle and found Scarlet Spider sitting upright, still tangled up in his net. "Don't bother struggling," he said. "Even your strength can't break through that."

Scarlet Spider didn't say anything. Although she was terribly pissed to have been caught in a net again. It had been embarrassing enough the first time, during the fight with the Spider-Slayer. Not it was just humiliating.

"You don't have to give me the silent treatment," said Castle. "I'm not gonna kill you. Probably not, anyway."

"Who are you?” asked MJ at last.

"Someone who punishes evildoers. That's all you need to know."

"I'm not evil," said MJ.

"Really?" Castle rummaged through his gear until he found a tablet computer, switched it on, and pulled up a file. "Assassinations, bank-robberies, prison-breaks… Scarlet Spider's a good name for you. You've got a lot of red in your ledger."

MJ shook her head, her voice quavering. "That… that wasn't me!"

"Oh? A different super-powered spider-person in a red costume did all the bad, nasty stuff, and
you're just a rosy-smelling super-hero?" Castle set aside the tablet and chuckled. "What kind of dope
do you take me for?"

MJ looked around. There were no windows in the back of the van. She didn't have any idea where
she was. And she was completely at the mercy of this psychopath. "Where are we?"

"You'll find out soon enough," said Castle. "First, let's find out about you. Then maybe I can piece
your story together." He started to undo the net, just enough to untangle MJ's head. With one swift
pull, he removed her mask and sat back, staring. "Well, well." He picked up the tablet computer
again and scrolled through some more files, until he matched a photograph to the face in front of him.
"Here we are: Mary Jane Watson. Kidnapped by the Green Goblin…" then Castle let out a low
whistle, "…and the Goblin killed your parents. Huh."

For a long while, Castle stared at MJ. She had a look of wide-eyed, abject fear on her face. Finally,
he asked, "What happened? The Goblin murdered your parents; so did you… take revenge? Is that
why the Green Goblin hasn't been seen in a while? Did you kill him?"

"All right, yes, the Goblin is dead!" said MJ at last. "But I didn't kill him! He killed himself during a
fight with Spider-Man!"

"That's convenient," said Castle. From his tone, MJ could tell that he wasn't convinced at all.

"Why are you even doing this!?" cried MJ. "Why come after us? If you want to stop criminals,
shouldn't you be going after crime bosses like the Kingpin?"

"You make a fair point, kid," said Castle, "but the problem with that is, nobody's really sure just who
the Kingpin is—"

"Yes we are!" said MJ. "It's not like it's a big secret or anything—he's Wilson Fisk!"

"Really? You know that for a fact?"

MJ nodded.

"Well that case… thanks. I might just have to pay him a visit later." Castle picked up MJ's mask and
carefully put it back on over her head. "But that doesn't get you out of this. Now come on; let's go
meet a friend." He opened the back of the van, picked MJ up over his shoulder, and carried her
outside.

Mary Jane was upside down and backwards, slung over the Punisher's back, but when she finally
realized where she was—Oscorp—she got a very bad feeling indeed.

• • •

Harry Osborn paced around his office impatiently. The recent fight between the Spider-Squad, the
Wild Pack, and the Punisher had finally made the news. Details were sketchy, but there was a
chance that Harry would finally have his desires realized at long last—the identity of one of the
spiders, and the truth about what had happened to his father.

When Frank Castle finally burst into Osborn's office, carrying the Scarlet Spider with him in a metal
net, Harry grinned wide and almost felt like dancing. "You did it!"

"Yeah," said Castle. He set MJ down on one of the office chairs. "Here you go, kid. I trust you can
handle things from here?"
"Oh, you bet," said Harry. "Wait; are you leaving?"

"I just got some very interesting intel about the Kingpin," said Castle. "So, yeah, I gotta go. You two kids have fun now."

And just like that, the Punisher left.

He left Harry Osborn alone with the Scarlet Spider. Harry looked at the costumed woman; she was staring back at him through those blank white eye-pieces in her mask. What is she thinking about? he wondered. Does she know what I'm going to do to her if I don't get what I want?

At last, he spoke. "I guess you know why you're here."

"I didn't kill your father."

"But you know who did!"

Scarlet Spider remained silent.

"All right," said Harry with a decisive nod, "if that's how it has to be." He walked over to his desk and opened a drawer. He pulled out a knife—really just a very sharp letter-opener that Norman Osborn had liked to keep in his office—and stalked back over to Scarlet. He pointed the knife at her neck.

"Harry…"

"Don't you think you should call me 'Mr. Osborn'?" He reached for her mask and added, "Let's find out who you really are."

Mary Jane started to struggle against the net. "No, Harry, please don't—!"

The mask came off. Harry Osborn found himself staring down into the eyes of Mary Jane Watson, a girl he'd been friends with for years—even loved, if mostly from afar. "No," said Harry, stumbling back and dropping the knife. "No, it can't be…"

MJ had finally had enough of this. Wasn't she by far the strongest member of the Spider-Squad? She strained all of her muscles against the titanium-mesh net, and finally, one the strands snapped—and when that one gave way, the whole net weakened and the rest soon followed. In seconds, she was free.

Harry, still in shock, fell down to his knees. "MJ… you killed my father?"

"No, Harry!" said MJ, kneeling down beside him. "None of us did. Your father killed himself."

"I don't believe it!" growled Harry, pushing her away. "You lied to me! Why should I ever believe anything you have to say?"

"Because it's the truth!" said MJ. "Listen, Harry—your father, he—" She was interrupted by the sound of shattering glass.

Spider-Man crashed right through the office window and swung into the room in that moment, with Spider-Woman and the Black Cat right behind him. "Let her go, Harry!" said Spidey angrily.

MJ looked up at Peter and said, "I already broke free, thanks. But I appreciate the thought."

Harry grabbed the sides of his head and screamed. "Ararrgh! Why are you people in my life?!"
Still talking to Peter, MJ said, "I was just about to tell him the truth."

Peter sighed. "That's probably for the best."

"Harry, look at me," said MJ. "Your father was the Green Goblin. All along. I don't know how he pulled that two-places-at-once trick at the party when he kidnapped me, but it's true. Your father was a murderer, Harry. He killed my parents, just to spite me! And he really did kill himself. I was there. I saw it."

Harry groaned. "I don't... I don't know what to believe anymore."

"Believe us!" said Black Cat, who knelt down on the floor beside Harry and MJ. "We're your friends, Harry—and we always have been!" With that, she removed her domino mask. "See?"

"Felicia... you're... what?!"

Gwen and Peter looked at each other. Gwen said, "He deserves to know." And so Peter shrugged his shoulders, and they both pulled off their masks.

"Hey, buddy," said Peter, sitting down cross-legged on the floor. "We'll give you a minute to take all this in."

Now Harry was confronted by the sight of his best friend Peter, revealed to be Spider-Man, sitting down before him; and Gwen standing there smirking down at all of them. "A real kick in the pants, ain't it, Osborn?" she said.

Something in Harry snapped then, and he started laughed. "Peter... it was you, all along?"

"Uh... yes."

"So... every time that I asked if you knew who he was, or how to find him, or how you took his pictures... you were him?" Now Harry was really losing it, gripping his sides and pounding the floor with a fist as he laughed.

"Harry, are you okay?" asked MJ.

"NO!" he shouted, his face suddenly contorting with rage. "No, I'm not!" He stood up and backed away from all of them. "First, you tell me that my dad was a criminal—a killer! And now I find out that everybody I know—everyone I've ever cared about—has been lying to me for—for—months and years?"

"Harry, it's not like that," said Felicia, standing up. "Sure, we all have secrets, but we keep them because we have to. To protect our families from... well, from what your father did to MJ."

Harry closed his eyes tightly and answered in a small voice, "Go away."

"What?" said Felicia.

Opening his eyes again, Harry fixed an angry stare on everybody in the room. "Go away! All of you, just... get out of here! Leave, now!" He scrambled for the knife on the floor, picked it up, and waved it threateningly. "Just leave me alone—I never want to see any of you, ever again!"

MJ said, "Harry—" and tried to approach him, but he pointed the knife at her.

"I'm serious," said Harry. "Get out of here, before I call the police."
MJ looked over at Peter sadly. He put an arm around her shoulder and said, "Maybe we should do as he says… let Harry sort this out for himself."

"All right," said MJ. "But I'm taking this." With reflexes that astonished Harry and baffled his sight, she shot out a web-line and plucked the knife right out of his hand. "Don't hurt yourself Harry. We're your friends; we love you."

One by one, they left him—Mary Jane, Peter, Gwen—they all put their masks back on and swung away from his office on webs. Felicia was the last to go. She paused in front of the broken window that Peter had crashed through and said, "I've… done some things in my life that I'm not proud of. But I didn't really have a choice, and now that I do… I'm trying not to let my past control me." She took a deep breath and heaved a heavy sigh. "It's hard sometimes. But it's worth it—to turn your life around and start doing the right thing. …Anyway. I'll keep in touch, Harry." And then she too was gone.

In a daze, Harry dragged himself over to his father's liquor cabinet—nobody had ever emptied it, despite the fact that the office was now occupied by a seventeen-year-old—and he retrieved a decanter of some amber-colored spirit. He didn't know what it was; he didn't care. He just opened the bottle and tried to lose himself within it.

Harry wasn't in school the next day, or the day after that. Friday was the day of the school play at Midtown High. (The upcoming Tuesday would be Election Day for the mayoral race, but already polls were starting to show that Sam Bullit was effectively sunk. The recent bad press following the mercenary debacle had done his campaign in completely, and a sound drubbing for both the candidate and his anti-vigilante platform was all but certain now.)

Over at Midtown High that evening, Mary Jane was amazing in the role of Othello's Desdemona. Peter and Gwen were there to see it, along with Aunt May and Aunt Anna. But Harry was nowhere to be found.

This was because, that very evening, Harry was sitting in on a late meeting with the Oscorp board of directors. He was badly hung over, even at that late hour; he wore his sunglasses while inside to conceal the dark circles under his eyes. And he didn't really pay much attention to the meeting, at least not until Donald Menken mentioned his name aloud. "…Which brings us to new business. First on the agenda is a counter-suit that Dr. Ratha filed with legal this morning, to remove Harry Osborn from both the presidency and the board."

Harry had been leaning back in his chair, listlessly counting the ceiling-tiles. Now he sat up and peeled off his sunglasses. Darkened eyes stared at Ratha. "What?"

Ratha smiled. "I'm pleased to report that a judge has granted us an injunction against a minor running the company. Harry, we expect you to be out of Norman's old office by tomorrow."

"You can't do this!" said Harry. "I'll fight you. My lawyers will—"

"Oh, certainly, I expect they'll keep things tied up for months," said Ratha. "Maybe even years. But in the meanwhile, company by-laws state that nobody under litigation can serve as acting president of the board. To that end, I hereby nominate Mr. Menken as your replacement, effectively immediately."

"Let's bring it to a vote," said Menken, who was almost instantly voted into the position. Menken fixed his gaze on Harry and said, "You're out… Mr. Osborn."
"Good luck ever getting back in," taunted Ratha.

Enraged, Harry rose from the table and went for the boardroom door. Just before he stormed out, he turned and faced the board-members. "Out, am I? We'll see…"


Something else happened over the course of those two days: the full moon waned. By Friday evening, it was in the waning gibbous phase. And on Saturday morning, Colonel John Jameson woke up in a jail cell in Atlantic City, having been arrested the previous night for… well, he didn't really remember, but one of the officers standing guard said something about multiple counts of assault and battery, public intoxication, and indecent exposure.

That afternoon, a woman in chic business attire met with Colonel Jameson outside the police station. She was short, kind of plain-looking, with brownish hair and big, thick glasses—everything about the woman said "awkward, nerdy lawyer". "Colonel? My name is Jennifer Walters, from the firm of Goodman, Lieber, Kurtzberg, & Holliway. I'm your lawyer."

"Who hired you?" asked John.

"Your father. He also posted your bail this morning." She opened a briefcase and pulled out a sheet of paper. "My firm specializes in cases with… unusual circumstances. Yours seems… pretty unusual. Is there anything you can tell me about what happened?"

"Not really," said John. "I'm afraid it's all a great, big blur."

"That's unfortunate," said Ms. Walters. "Nice necklace, by the way."

John looked down at the amulet around his neck. "What, this? It's just some cheap trinket I bought from a fortune-teller once. You want it?" He held it out to her.

Ms. Walters laughed. "Thank you, no. Mr. Jameson is already handling all the legal fees; didn't I mention that?" She blushed a little bit and added, "But, if you'd like to come have some coffee, I think there's a Starbucks on the corner—I mean, um, so that we can discuss the case, not for anything personal. Not that I wouldn't mind, since, you know, it's not every day I meet a famous, handsome astronaut. Oh, great; did I say that out loud? Now I'm babbling…"

Colonel Jameson coughed and blushed as well. Without even thinking much about it, he pitched the amulet into a nearby wastebasket and forgot all about it. He and Jennifer walked down the street together, away from the police station and out of our story.


That evening, Madame Cassandra Webb rolled her wheelchair up to the front door of an ugly old house in Greenwich Village. It looked like some kind of haunted mansion, right out of a Scooby-Doo episode—which made it stick out like a sore thumb, sandwiched as it was between much more modern-looking buildings. When she came to the front-porch stairs, she didn't bother to wheel herself up them; she just stopped and waited.

After a while, the door opened. A middle-aged man of Chinese descent, his head shaved bald, appeared in the doorway. "Madame Webb," he said. "Are you here to see the doctor?"

She replied by holding up one arm; dangling from her hand was the Amulet of Lycaon. "No; thank you, Wong, there's no need. But you may tell Stephen that I have no need for this any longer; it's served its purpose; and I'd like you to convey my thanks for his letting me borrow it."
"As you wish, Madame," said Wong. He bowed, took the amulet from her, and went to give it back to Dr. Strange.
Conclusion

At the Osborn penthouse in Manhattan, Harry stormed and raged around his father's study. It wasn't fair. There was nothing that Shaw or any of the other lawyers on his team could do; the injunction was legal and binding. Until he turned eighteen, and probably for a long while after that, he was effectively ousted from Oscorp's upper management. His life was in a shambles now. His parents were gone. He was grudgingly coming to accept the possibility that his father might have been the villain that everybody said he was. And all of his dearest friends had betrayed and lied to him.

Angered beyond measure, he picked a paperweight up off his father's desk and felt its heft in his hand. Were his so-called "friends" laughing at him now? Poor little Harry, who didn't have any powers and didn't have a clue? Even if his father had been a villain, he'd started to turn things around near the end. Norman was actually talking to Harry, spending time with him, being a real father—and then, just like that, he was gone. Peter, Mary Jane, Gwen, and Felicia: somehow, they were all responsible. His rage suddenly boiled over, and he hurled the paperweight at the nearest breakable surface—a floor-length mirror that hung from the study wall, between two ugly tribal masks.

To Harry's great astonishment, the object shattered the mirror and sailed right on through, into the empty space beyond. A secret chamber… behind his father's study? Amazed, he walked over to the broken mirror and peered inside. Tripped by proximity sensors, lights came on within the chamber ahead, revealing racks upon racks of weapons. Pumpkin bombs and missiles, razor bats, goblin armor, a glider… and a hideous green mask that Harry knew all too well.

So it was true then. His father was a criminal. "Dad… how could you?" he whispered.

Harry stepped into the chamber, past the broken glass, and examined the gear. There was no mistaking the Green Goblin's weaponry. MJ's parents… countless others… Norman Osborn had been their reaper. He was the man behind the mask. That leering face had been the last, awful sight his many victims would ever see.

At last, Harry's eyes fell upon the vapor-inhalation chamber, and the rows of glowing green tubes of concentrated liquid 00Z. His gaze roamed from the gas-chamber and the performance-enhancers, back over to the goblin-gear, and an idea came to him. It was radical, but… he could do it.

Harry had never been much of a scientist. That was his father, or Peter, or Gwen. He'd always been more of a people-person, like MJ. But he knew his way around computers and gadgets. Even if he didn't understand scientific concepts easily, he knew how to tinker with tech. To be sure, he was no Tony Stark; and this goblin-gear was a little more complicated than a hot-rod engine or a motherboard. But with the right set of tools, maybe a blow-torch and a soldering-iron… even with his funds momentarily curtailed after Ratha and Menken's hostile-takeover-of-his-takeover, he could still afford the supplies he needed to get to work.

He could do this.

• • •

It was the middle of November, and Wilson Fisk was sitting on a beach in Tahiti, sipping Mai Tais. He and Hammerhead had been forced to evacuate from Fisk Tower rather abruptly by helicopter, after the Punisher—that vile, self-righteous psychopath—had come knocking on his door with some heavy artillery. As Fisk sipped his drink—it was perfect, as was the sunny weather—he read through a copy of the New York Times. Fisk was able to get the Times here, at least. It didn't mention him at all, but doubtless the Daily Bugle, the rag published by that hack Jameson, would be printing all
kinds of garbage about him now. Oh, well. As long as the rumors weren't making their way into respectable circles yet, there was still a chance that he'd be able to get back into the country soon.

There was one small note in the newspaper that caught Fisk's eye: it was an obituary for Spencer Smythe. Apparently, the Punisher had stormed Fisk's Spider-Slayer production facility as well, and old man Smythe had caught a bullet in the head. Two ramifications came to mind upon learning this new fact: for one thing, he could stop diverting funds into medical research for Alistair's sake. Unless, of course, the insufferable boy-genius continued to work for him as a hacker. He was annoying, but he had talent that Fisk was still willing to pay for. For another, that meant that his private security initiative was now on life-support. With no Spider-Slayers and no super-soldiers, his only hope rested with the Chameleon successfully carrying out Fisk's last set of instructions.

Fisk reasoned that he would have to place another phone-call to the States, get in touch with Chameleon and make sure that he accomplished his mission.

In the meanwhile, it might behoove him to take a little trip to Switzerland, to visit with Vanessa and Richard. It would do him some good, perhaps, to see his wife and son for a time.

For a brief instant, Wilson Fisk wondered what crime in New York City would be like without him. Doubtless, it would be an untenable business proposition without a man of his acumen guiding the reins. In that respect, at least, he felt secure in position. Crime in New York would wait for its Kingpin to return.

New York City got very cold in November. In fact, the snow was already coming down hard. Well, it was really more like sleet, at least at this time of the year. Because of that, Peter was as thrilled as he was astonished when he opened the large package that arrived in the mail one afternoon in late November, sent from Dr. Bruce Banner, care of Avengers Tower. Inside, he found four costumes—temperature-regulating thermal costumes, designed with the latest in Stark technology—one each for himself, MJ, Gwen, and Felicia.

Aunt May and Gwen were both hanging around in the Parkers' living-room when Peter opened this "early Christmas present". Gwen was just as ecstatic as Peter, and she was eager to try the new costumes out. "Now we can go web-slinging and fighting crime without freezing our asses off!"

"Language!" tutted May. She held up the scarlet costume intended for Mary Jane. "Those SHIELD people must really like you kids… You'll have to write them a nice thank-you note."

"If they like us so much, they can put us on the payroll," said Peter. "Then I'll send a Hallmark card." He held up and examined his own new costume. The proportion of blue to red was a little different than his old suit, and the eye-pieces looked more silver-gray than white, but it was still a pretty good look. He could probably pull it off. He turned to Gwen and said, "Want to try these out?"

"Do I ever!" she answered. "Get MJ over here, quick. She's gonna love these…"

Peter shrugged. "We might as well go out and take this last one over to Felicia in person."

"Cool idea," said Gwen. She was already running upstairs to change into her new threads.

Peter turned to Aunt May and said, "I, uh, I guess we'll be back in a little bit."

"Try to be back by dinnertime," said May. "Otherwise call; you know the drill."

Peter nodded and went next door to go see Mary Jane.
MJ was sitting in her bedroom, scribbling in a diary when Peter arrived. He'd opened the unlocked front door of her house and gone right up—Anna Watson was at work, as usual, leaving MJ home alone. "Hey, Tiger," she said, getting up to greet him. "Come here; I want to try something." Then she crawled up the wall and clung to the ceiling. Peter leapt up to join her; once he did so, MJ suddenly grabbed his head and kissed him. Peter felt himself swoon—but then, that could have just been the blood rushing to both their heads.

"Whoa," said Peter, "That was… tell me again why we aren't doing that all the time?"

"I know, right?" said MJ. "I think we just hit the jackpot on makeout techniques."

Peter happened to glance down at the bed then, where he saw MJ's open diary. She was making a list: he saw the Jackal and the Punisher at the top, but also the X-Men and the Fantastic Four. "Whatcha doin'?" he asked.

"Oh, uh… it's nothing," she said. "It's stupid." She let herself fall back down onto the bed and closed the book.

Peter jumped down and sat beside her. "No, really. What is it?"

Finally, MJ admitted, "I was trying to make a list of everyone who knows my secret identity. It's a really long list."

"Yeah," said Peter. "But we only really have to worry about the bad guys who know. Norman Osborn is dead, Miles Warren is in a coma…"

"The Punisher," said MJ quietly. Then she looked down and whispered, "And Harry."

"I don't think we'll run into the Punisher again anytime soon," said Peter. "He ran the Kingpin out of town! More stories are coming through the Bugle office every day: he's back to chasing real criminals, trying to take down the Kingpin's whole organization."

"For now. But what if he comes after us again?"

"Hopefully, if that happens, there won't be any vampires or werewolves around to distract us, and we can all gang up on him and kick him in the head," said Peter.

MJ giggled at that. But then she sobered almost instantly. "And what about Harry?"

"Are you worried that he's going to try and pull something? Out our secret identities?"

"Maybe," said MJ. "I've tried to call him. But he won't pick up."

Peter sighed. "Maybe we should go check up on him; see how he's doing."


"It might," said Peter. "…Oh! Speaking of costumes, that's why I came over here. You're gonna love this—"

As predicted, MJ very much liked her gift from Banner and Fury. Soon, the spider-heroes were webbing their way towards Manhattan. Peter had called ahead to ask Felicia to meet them on the
rooftop of her apartment building; and, a short while later, the trio arrived to find her waiting for them. Peter presented Felicia with the new costume. "Check it out," he said. "Courtesy of Stark Industries and SHIELD."

"Spiffy," said Black Cat, examining the costume. She noticed that this particular cat-suit zipped all the way up in front, where her old costume had tended to show off a lot of cleavage. She wondered if she could maybe modify this one.

"We're gonna go patrolling around the city," offered Gwen. "You wanna come with?"

"Love to, but can't," said Felicia with a roll of her eyes. "I've got a thing tonight, with mother. It's a whole 'rich people, philanthropy, dinner' thing. Snore…"

"I'll remember to play a tiny violin for ya," said Gwen.

While they were talking, Mary Jane happened to glance into the sky, where she saw a ball of orange flame streaking through the air in the general direction of the Baxter Building. "Hey, isn't that Johnny?" she asked. And so she and Peter started waving their arms and calling out to him.

The Human Torch spotted his friends trying to hail him from a rooftop; he turned in mid-flight, soared over to where they were standing, and extinguished his flames as he alighted onto the roof. "Peter, Mary! What's up? Long time, no see—hey, are those new costumes?"

"Never mind that; where've you been all this time?" asked Peter.

"Ugh… long story," said Johnny. "Reed opened this portal to some creepy other dimension, and we all got sucked in and stuck there for a little while. No biggie."

"How is visiting another universe not a 'biggie'?" asked Peter. "I don't get to visit other universes! I would love to be able to visit other universes—"

"I'll be sure to invite you along the next time Reed has a lab-accident," said Johnny. Then his eyes fell upon Felicia and Gwen. "What have we here? Hello, ladies…" He pushed past Peter and MJ, turned on the charm, and flashed them both a toothy grin.

Felicia put her hands on her hips and said, "Actually, I was just leaving. Peter, MJ—if either of you run into Harry, can you tell him that I'd like to see him? Every time I call his penthouse, Bernard answers and says that 'Master Harry' isn't taking any calls—"

"Of course," said MJ. "In fact, we were going to go find him later, to see how he's doing."

"Good," said Felicia. "Thanks for the new threads; catch you on the flip-mode." She waved her friends goodbye and disappeared through the roof-access door, back down into her apartment building.

Johnny turned to Gwen, offered his hand, and said, "I haven't seen you around. Are you new? I'm Johnny Storm, of the famous Fantastic Four—"

Gwen answered by taking out her cell phone and said, "Yeah, I know. Gimme your phone number, like, right now."

Johnny was confused, but also kind of flattered. "My… phone number? Uh, sure." He rattled off the number and then added, "Wow, you work even faster than I do."

"You call that fast?" asked Gwen. "I've been wanting to call you forever, but this lumphead—" she
pointed at Peter, "keeps forgetting to hook us up."

Johnny glanced at Peter; then he stared at Gwen, his brow furrowed. Finally, it came to him. "Gwen!"

She drew back her hood and pulled off her mask. "Who else? But you can call me Spider-Woman too; or Sparks. They're all cool."

"Cool," said Johnny with a nod. "Say, listen: Reed, Sue, and Ben are expecting me home later tonight. We're gonna do kind of a family movie-night thing. Nothing special, just popcorn and cheesy action-flicks. But… you want to come along? All three of you, I mean?"

"Yeah, sure," said Gwen. "That sounds really great." Her eyes were fixed on Johnny now, and she was idly playing with her hair. (Peter was a little surprised at that. He never saw Gwen doing anything even remotely flirty.)

"Of course, in the meanwhile, the two of us could go hang out…?" suggested Johnny.

"Now you're talking," said Gwen. She put her mask back on and said to Peter and MJ, "Don't wait up for us. Tell May I won't be home for dinner."

"Eight o'clock at the Baxter," added Johnny. "Popcorn. Eighties movies." Then he ignited his flames again and lifted off the ground. As he turned to fly away and Gwen spun an organic web-line, he asked, "So… you're Spider-Woman now, huh? You totally have to tell me how that happened."

"Yeah, sure," said Gwen. "Say, we should totally do a super-hero team-up sometime!"

"Totally," agreed Johnny. Gwen swung off, and Johnny flew away beside her.

Once they were alone, Peter turned to MJ and asked, "Are we ever that bad?"

"Oh, we're way worse, Tiger." She peeled up her own mask and Peter's, and they shared a steamy kiss in the freezing cold of New York in November.

And so Peter and Mary Jane turned their web-slinging towards Harry's penthouse. They ducked into an alleyway and changed back into their street-clothes (which at this time of the year included heavy sweaters and thick hooded-sweatshirts; both were much easier to squeeze into a web-bag slung across one's back than, say, a downy winter coat). They went inside the building and rang the penthouse; Bernard answered and buzzed them up.

A short while later, the doorbell rang. "Master Harry," shouted Bernard. "You have visitors!"

Harry appeared at the top of the spiral staircase that ran from the living-room up to his father's study. "What kind of visitors?"

"Peter Parker and Mary Jane Watson, sir. Your friends."

Harry seemed a little distracted and indecisive as he replied. "All right, uh… show the Watson-Parkers in and get them some food. I'll be right down." Then he disappeared back up into the study.

"Very good, Master Harry." Bernard opened the front door. "Master Parker. Miss Watson. How very good to see you again."

"Hello, Bernard," said Peter.
"Is Harry here?" asked MJ.

"In his father's study," said Bernard. "He says he'll be right down. Would you care for anything while you wait?" He showed Peter and Mary Jane over to the sofa, where they sat and waited for several minutes.

Time dragged on, and still there was no sign of Harry. Bernard bustled about in the kitchen, preparing snacks and drinks. Those came out and were shortly consumed, and still Harry didn't come down.

"Maybe we should go up and check on him," suggested MJ.

"Very good, Miss," said Bernard. He set about tidying up the living room, giving the two visitors his tacit permission to go find Harry on their own.

And so, with a shrug and a quiet look shared between them, Peter and Mary went upstairs. The study was empty. It was still decorated in the same ugly style that Norman Osborn had preferred—leering tribal masks hanging on all the walls. Those faces reminded MJ of a goblin mask and gave her the shivers.

"Harry?" Peter called out. "Are you here?"

He was answered by the sound of mocking, high-pitched laughter… coming from outside. Just then, something very fast zoomed by the study's open window. Peter and MJ both ran to the window and looked outside.

Peter asked, "Is that… a goblin?"

"Oh my God!" said MJ. "I think it's Harry!"

The object flying outside was indeed a person in high-tech battle-armor, but not the purple of the Green Goblin or the blue of the Hobgoblin—and he wore no rubber mask. The glider had been streamlined into more of a hoverboard; the armor was all gunmetal gray in color; and the grotesque goblin-mask had been replaced by a simple set of tinted goggles set into a shiny chrome helmet.

Harry turned in a tight arc and came to a stop outside his window, hovering in place on the glider-board. He took out a pumpkin-bomb and said, "Well, are we gonna do this, or not?"

"Do what?" asked MJ. "What do you mean?"

Harry's mask and helmet opened up, accompanied by the sound of whirring servos. Once Harry's face was revealed, he rolled his eyes and said, "What do you think I mean? Now, come on. I'll give you five minutes to put your costumes back on. Then you can meet me on the rooftop. I really don't want to have to blow up my own place."

"We don't want to fight you, Harry!" shouted Peter.

"But you will," said Harry, leaving the unspoken threat to linger between them. "Five minutes." He lifted up to the top of the building and was soon out of sight.

Peter and MJ were both panicking now as they stripped out of their clothes and put their masks back on. They crawled up the side of the building and onto the rooftop. Harry waited for them, hovering on his board. "Let's make this short and sweet," he said. "Give me everything you've got; don't hold back. I won't." He threw the grenade, which exploded between Peter and MJ, causing them both to dodge to either side. Then he was launching razor-bats, the automated blades following the two...
spiders while they ducked and dodged.

"I really hate those things," muttered Peter.

Harry suddenly dove at Peter, who felt it coming with his spider-sense and sprang out of the way; but Harry was pretty fast too. He turned his board sideways in mid-flight and struck Peter on the chest, sending him flying off the building. Mary Jane was behind him almost at once, firing web-lines at Harry's board. Peter, who sailed over the edge of the building, fired web-lines of his own to save himself. Then he stuck his feet to the side of the building and started pulling on the web-lines, so that he could slingshot himself back up.

Harry, meanwhile, produced a new weapon from amidst his goblin-gear—an electrified sword. He cut MJ's web-lines away while his glider fired a few bullets and missiles in her direction. She turned backflips to dodge away from the line of fire and clicked her web-shooters into "impact" mode, just as Peter reappeared, flying straight up at high speed. He shot a couple of web-lines down onto the rooftop to redirect his momentum; they stretched out to their limit, and Peter was snapped back like a living missile, his outstretched leg aimed right at Harry.

Harry didn't see it coming until it was too late; Peter delivered a solid kick to Harry's battle-armored chest. Mary Jane was also taken a little bit by surprise: she'd already been firing a steady barrage of web-balls, and now one of them struck both Harry and Peter and exploded into a mass of entangling glue. Once they were both pasted to the rooftop, Peter said, "It's over, Harry!"

Harry… was laughing. He let his mask open up again and said, "Yeah, it sure is. But… how did I do? Not too shabby for a first-time tryout, right?"

Mary Jane walked over to the both of them and started pulling Peter free of the webs. "What are you talking about?"

"What do you think I'm talking about?" said Harry. "Joining you guys! What do you say—am I on the team?"

Peter was a little stunned. "You… want to join us?"

"Well, duh," said Harry. "You can't expect me to find out that my friends are a team of super-heroes, and then just sit on the sidelines, can you?!" He switched on his electro-sword again and started cutting himself free of the webbing.

"So… you don't want to kill us?" asked MJ. She looked around the rooftop; the bullet-holes and bomb-craters were all quite real. The fight that they'd just been in had certainly felt real.

"Kill you?! Nah…" Harry waved a hand nonchalantly. "You guys are my best friends in the world! I mean, I get that I was acting kind of, you know," he whistled and pointed at his head, "crazy the last time we talked. But that was then. This is now. I've had time to think; and I'm feeling much, much better now." He sniffed, and coughed, and Peter saw a glint of something aggressive in his eyes.

"Harry…" said Peter, disappointment in his voice. "You're on the goblin-gas, aren't you?"

"Yeah? So?" He laughed again, loudly. "I'm not my father! I'm not going to hurt anybody. But I've got power now," he held up one arm and flexed the newly-bulging muscles, "and I've got it all under control. Yeah… under perfect control…"

MJ looked at Peter; in spite of the mask, Peter could tell that she was very worried. He was too. Then MJ said, "Why don't we go back inside and talk this over?"
"That'd be good," agreed Harry.

And so they returned to Norman Osborn's study, and Peter and Mary changed back into their normal clothes, while Harry went into the secret room behind the mirror to remove his armor. A minute later, he came back wearing only sweatpants, with a towel draped across his shoulders. The O0Z had done its work: his physique was positively ripped now.

"Whether you let me in or not," Harry began, "I'm going to do this. I'm gonna be a super-hero, just like you guys. Help people wherever I can!"

"Why?" asked Peter. It was a simple question, but one that everyone present well knew could have a tremendously complicated answer.

Harry closed his eyes, as if dredging up and playing through a series of memories. After a long pause, he said, "Because I have to. To salvage my father's legacy. To make up for what he did." He opened his eyes again and fixed them on Mary Jane. "MJ, I'm so sorry for what my father did to you —and for what I almost did, when I wasn't thinking clearly. Please tell me we're gonna be okay?"

Mary Jane looked into his eyes. He seemed… sincere. More than that… it was him. The real Harry. "There he is!" said MJ, who ran forward and embraced her friend.

"Harry!" said Peter, joining the group-hug.

"Well?" asked Harry with a grin. "Am I in?"

Peter took a step back, and then he put his hands behind his back, like an inspecting drill-sergeant. "You want to join the Spider-Squad? Okay… but you're gonna need a super-hero name."

"Oh," said Harry, his tone suddenly serious. "I hadn't even thought about that…"

"You could go with a color theme," suggested MJ. "We've already got a Scarlet Spider and a Black Cat… you could be the Gray Goblin."

Harry winced. "I don't know; that sounds a little too close to 'Green Goblin'. I want to be a new goblin—a good goblin—something completely different." After a moment's thought, he said, "Maybe I could chrome-plate the armor and call myself… uh… the 'Silver Surfer'?"

"It's taken," said Peter and MJ together.

"Oh, all right," grumbled Harry. "How about… the Rocket Racer! No, that sounds terrible…"

"How about the Gray Glider?" suggested Peter.

Harry shrugged. "That'll work. So… does that mean it's official? We're a party of five now?"

"I guess so," said Pete. "The three of us, plus Gwen and Felicia—"

"Now, Felicia being a super-hero, that I did not see coming," said Harry.

"Oh, believe me," said Pete, "I never would have guessed that either."
The next day, Harry was finally back in school. He caught flak from pretty much every teacher in his morning classes for having played hooky so long that week. Many of them suspected, quite reasonably, that Harry's recent absence was due to the fact that the "boy executive" had lost his position at Oscorp. Certainly, none of them would ever have guessed that he'd really been spending all that time on re-engineering the goblin-armor, adjusting to his new performance-enhanced physiology, and training himself in the use of his new gear.

At lunch, Harry spotted his friends sitting at one of the out-of-the-way, corner tables in the cafeteria. They were huddled rather closely together, Peter and MJ on one side and Gwen on the other, whispering to each other in low tones. Harry smiled to himself and joined them, taking a seat next to Gwen. It was good to finally be in on the secret. "Hey, guys."

"Hey, Harry," said Peter and MJ both.

"Osborn," said Gwen with a nod. "How's it going?"

"Fine," said Harry.

"Are you sure?" pressed Gwen. "No… side-effects? Y'know: blackouts, 'roid-rage, giggling insanity?"

"I'm fine," said Harry again. "Really. Honestly, guys, you don't have to worry about me. I'm not gonna snap and go postal on you or anything. It's not like I'm suddenly the Hulk now."

Uncomfortable silence fell over the table. Harry looked around awkwardly and coughed. "Oh, God; you guys actually know the Hulk, don't you?"

"Dr. Banner is an old colleague of my dad's," said Peter. "He's cool."

"And super-nice," added MJ. "You know, when he's not all, 'grr, smash'."

"Plus, Tony Stark hooked him up with a pretty sweet pad," said Felicia Hardy, who suddenly appeared, carrying a tray of food. She was wearing a miniskirt and blouse that were, perhaps, a bit too chic even for the in-crowd at Mitdown High. She set down her tray, plopped herself into the seat next to Harry, and prodded the Salisbury steak with a fork. "Is public-school food always like this?"

"It's usually worse," said Peter. "Enjoy Salisbury-steak-day while it lasts."

"Felicia!" said Harry. "What are you doing here?"

"Yeah, I thought you went to some fancy all-girls school downtown," added Gwen.

"Oh, it's kind of a long story," said Felicia. "After all that crap that went down between my mother and the Kingpin, she never did get any of the blackmail money back. So, we had to make a choice: either keep sending me to the academy, or keep supporting the Hardy Foundation. I told mother I didn't mind going to public school, as long as I could get into this one."

"So you go here now?" asked MJ. "You go to school with us?"

"Looks like it," said Felicia. "Mother still had to pull a few strings, what with public school districts and all that, but… it was worth it to be able to hang with you guys. Now I can feel like I'm really part
of the team." She turned to Harry and flashed him a winning smile. "By the way, I hear you're joining the squad. Looks like we can't call it 'Spidey's Angels' anymore."

Harry choked on his chocolate milk, trying not to snort any up his nose as he laughed.

"You laugh," said Peter, "but I was starting to feel outnumbered."

"By three beautiful women?" scoffed Harry. "Poor you!"

"We could always even the score by tracking down Eddie Brock and asking him to join up," suggested MJ. Peter and Gwen both tossed French fries her way, causing MJ to recoil back and put up her hands in defense. "Okay, okay, bad idea."

After that, the conversation turned back to Gwen's little date with Johnny Storm last night, and the time that she, Peter, and MJ had spent afterwards at the Baxter Building. They'd consumed copious quantities of buttered popcorn and watched Chuck Norris movies. It had been a blast. And Gwen was definitely still into Johnny Storm.

Gwen was just getting around to making fun of Peter and MJ for having spun a webbing-hammock from the ceiling so that they could cuddle during the movie last night, when another familiar face, also belonging to a new student at Midtown, emerged from the crowd. Unlike Felicia, who had known she would run into her friends here, this new girl had no idea—and the look of shock was evident on her face. In fact, when she saw Peter and the others sitting at that cafeteria-table, she nearly dropped her lunch-tray. "Oh my God!" said Kitty Pryde. She was still staring, open-mouthed, even as she sat down next to MJ. "You guys go here? Oh my God!"

"Kitty!" said MJ, surprised. "What are you doing here?"

"Oh, um… it's kind of a long story," said Kitty.

"When is it not?" said Peter. "So let's hear it: why aren't you at the X-School?"

Kitty shrugged. "The school's closed down for a little while. There's some stuff going on with Logan, and the Army, and this weird place up in Canada… I don't really want to get into it. But I have to keep going to school somewhere in the meantime, and my mom still lives in Queens, so basically… this is my school. I go here now," Kitty laughed and started eating her lunch. "I rode the school bus this morning and everything. It was so normal that it actually felt weird."

"That is a bad sign, when the normal things in our lives start feeling weird," said MJ.

"Tell me about it," said Kitty. Then she noticed Harry for the first time and whispered, "Um, is he… you know…?"

"Yes, I'm in on their little secret," said Harry. "In fact, I just, um, joined their 'club'."

Kitty paused for a moment and pondered Harry's words. "You mean, you have… you all have powers?"

Harry and Felicia both nodded.

Kitty suddenly grinned and turned to Peter. "Does this mean you're taking on new members? Or do I have to go through tryouts first?"

"Whoa, slow down there, fangirl," said Gwen. "If everybody knows that you're one of the X-Men, you can't just join our squad. Then any old chucklehead who goes here could figure out our secret
identities."

Kitty smiled. "But I can do the secret identity thing too! That's why we have codenames. Mine was Shadowcat."

"Wait, wait," said Felicia. "No. Just no. The squad can't have both a Black Cat and a Shadowcat!"

"Why not?" asked Harry. "It's already got three separate spiders."

"Yeah—in a way, that would actually make us more thematically unified," said MJ. "I can make a costume with a mask and everything…" said Kitty in a coaxing voice.

"Um… we'll talk it over later," said Peter. "This maybe isn't the best time or place." He pointed; Kong was coming toward their table.

Kong sat down next to Kitty and mumbled a lazy, "Hey, guys." He started eating. Nobody said anything as Kong stared into space for several seconds, chewing on bad cafeteria food. He glanced over at Kitty; then he went back to eating for about half a second before doing a double-take and staring at her again, now stunned by sudden recognition.

"Um… can I help you?" Kitty asked.

Kong realized that he was staring at Kitty, slack-jawed, with food still showing in his mouth. He gulped it down and said, "Y—you're Kitty Pryde, right? You're one of the X-Men!"

Kitty visibly shrank in her seat. Her shoulders slumped, and she let her head fall into her hands. "Great. Well, it only took me going here for about two seconds to get recognized."

Kenny held up his hands and whispered, "Hey, hey, relax, it's not like anybody else will notice you, not if you don't go, like, 'phasing' through stuff."

"Then how did you recognize me?" asked Kitty.

"Oh, I'm just, like, way into super-heroes. A lot more than most people," explained Kenny. "Seriously, I'm a huge fan of yours! So I promise, I won't spread it around—I won't even tell my best bro, Flash."

"That's… real nice, I guess," said Kitty halfheartedly.

"I'm Kenny, by the way," he said, offering his hand.

"Kitty, but I guess you already knew that," she replied, shaking the proffered hand.

"Yes, I did," said Kenny with an oddly knowing twinkle in his eye. He wouldn't let on, of course, but he really loved the fact that he went to high-school with Spider-Man. Having a mutant around now too (and a cute, girl mutant his age, to boot) just made things ten times cooler. Someday, of course, he'd have to tell Peter and MJ and the rest that he'd figured out their secret from a bunch of stupid, little clues—seriously, they were really terrible at hiding their secret identities—but for now, he was content to humor them. And anyway, Flash was still completely clueless. For now, it was his own secret to keep, and he would do anything within his own admittedly meager power to protect that secret, for the sake of the heroes he considered his friends.

• • •

The renovations and repairs to Fisk Tower had been expensive. (The Punisher had been quite
thorough in his quest to demolish the building's interior.) Hell, buying Fisk Tower from Fisk Enterprises had been **exorbitantly** expensive. But as far as Roderick Kingsley was concerned, it was worth every penny. With Fisk out of the country, someone had to step in and run things, after all.

He walked across his newly decorated, top-floor office and over to his brand new teak-and-mahogany desk. There was still a bit of paperwork that he had to see filled out and filed with the city before Fisk Tower could officially become Kingsley Tower. He hit the buzzer on his desk's intercom and called for his assistant. "Jason, could you come here please?"

Jason Macendale walked into Kingsley's office. Jason was a wiry, handsome young man with reddish hair that he kept slicked straight back—he felt that it made him look more like an executive than a confidential secretary. "Yes, sir?"

"Have you filed the rest of the building permits with the city?"

"Yes, sir. The construction crews will be here tomorrow to finish the remodeling…” he smiled and added, "and to put your name up on the side of the building."

"Excellent," said Kingsley. "That will be all, Jason. Excellent work today; feel free to take the rest of the day off."

"Thank you, sir." Macendale slipped out of the office and quietly left.

Kingsley leaned back in his chair and turned it about, so that he faced the window and was able to gaze out over the cityscape. Wilson Fisk was a coward, and Norman Osborn had been a fool. A putz, a schmuck, a complete bastard—and now Osborn was dead and Kingsley was happy. With the competition out of the way, he was free to reign. The time had come for a new Big Man of Crime.

The time of the Hobgoblin had arrived at last.

### • • •

Alistair hadn't bothered to attend his father's funeral. He had loved his father dearly, of course; but he had no truck with superstition and no need for empty ritual. It wasn't rational, to his way of thinking, to spend any time mourning the dead. The dead didn't care; mourning was for the living. And if you could actually get up and do something, rather than merely sitting on your hands… well, Alistair Smythe more than most knew the value of action over idleness. He'd been forced to sit in a chair for most of his life.

But no more.

In a secluded warehouse, somewhere in the South Bronx, he'd set up his laboratory. Most of the completed Spider-Slayers had been destroyed in the Punisher's attack on his father's production facility. And as far as anyone else knew, the entire Spider-Slayer program had perished along with Spencer. But the old man had performed one final act of paternal grace for the sake of his crippled son: with his dying breath, Spencer had activated one of the Slayers and instructed it to carry Alistair away to safety. This one Spider-Slayer was the only remaining working model—the last working piece in all the world of Spencer's brilliant robotics technology.

And now Alistair would use it for his own purposes. He sketched blueprints, he coded software, and he hacked into Stark Industries databases. He laid careful plans and labored away at a singular goal: how he would turn these glorious robotics into something far greater—into **cybernetics**. One day soon, this machine and Alistair Smythe would become one and the same entity.

One day soon, Alistair Smythe would make himself into the **ultimate** Slayer.
Thanksgiving Day in the Parker household would likely always and forevermore be fraught with feelings of loss—the absences of Ben Parker and Mary Jane’s parents would be felt acutely, muting the otherwise celebratory mood. But May Parker felt that it was her duty to give her young charges a holiday worth remembering, as well as a day off from loss and hardship. While the kids sat in the living-room watching the parade on TV (none of them particularly enjoyed watching football), May finished up in the kitchen. After a moment, she called out to Peter and Gwen for help setting the table and putting out the food.

"Oh, my," said Anna Watson, when she saw the spread laid out before them. "Honestly, May… three turkeys? Isn't that a bit… much?" And there was a great deal more than just turkey: mashed potatoes, sweet potatoes, extra stuffing, dinner rolls, casseroles, everything that one might imagine for a traditional thanksgiving dinner was present, but doubled or tripled in volume.

"Oh, I just get so carried away in the kitchen at this time of year," May dissembled. "But it's important to keep up traditions, and I—oh, no! Peter!"

"Yes, Aunt May?" Peter peeked his head into the kitchen.

"Peter, I've forgotten the cranberry sauce! Can you—?"

"Sure, no problem," said Peter. "I'll just swing by the corner store and be back before you know it."

"Thank you, dear," said May.

Peter went back through the living-room, past where Harry and MJ were sitting and watching TV, and over to where his hat and coat were hanging by the front door.

"Want us to come along?" asked MJ.

"I won't even be ten minutes," said Peter. Then he left.

After that, May decreed that dinner couldn't begin until Peter returned. And so Anna, Gwen, Mary Jane, and Harry were all forced to endure the wonderful, appetizing smells that now came wafting out from the dining room and filling the house. Two minutes after Peter had left, Harry's stomach growled loudly.

"Super-metabolism?" whispered MJ sympathetically.

Harry answered with a glum nod. He'd been trying to hold out all day. It wasn't going well.

Another agonizing minute dragged by… and then the doorbell rang.

"Well, that certainly was… quick," said May, who went to answer the door. She opened it up, and her heart leapt up into her throat.

There, standing on her front porch, was Richard Parker, wearing a fedora and trench-coat. He took off the hat, offered May an apologetic smile, and said, "Hello, May."

May turned as white as a sheet and screamed at the top of her lungs, pointing at the dead man—the living ghost—standing before her. Stricken, she stumbled her way back into the living-room, where Harry and MJ helped her sink down into an easy-chair. Gwen and Anna were also drawn into the living-room by May's hysteries, where they too could now see the man standing in the front doorway—a man who looked very much like a grown-up Peter Parker.
"Who's that?" asked Gwen, even though it was kind of obvious to her that he was some relative of Peter's.

"I think it's Peter's dad!" said MJ, who was now also on the verge of freaking out.

Richard Parker walked into the room, knelt down by May, and said in a deeply contrite voice, "May, I can't even begin to apologize for everything I've done—everything I've had to put you and Peter through—but believe me when I say, I've had to stay away for good reasons. Spy stuff that Mary was involved in when she was still with SHIELD, stuff that I can't really—"

"No!" shouted May sternly. "No, don't you dare give me that, Richard Parker! How dare you try and come waltzing back into our lives, now of all times, when we—when your son has been through so much? Do you even have any idea!?"

Harry Osborn had been watching all of this with some measure of suspicion. Finally, he stood up, walked over to Richard, and grabbed him from behind.

"What are you doing!?!" cried Richard in surprise. He struggled to break free from Harry's grip, but was futile.

"You're not Pete's dad," said Harry.

"He's not?" asked Gwen.

MJ gasped, and her eyes widened. "Oh my God! Gwen, don't you remember what Felicia told us about the Chameleon impersonating her dad?" As she spoke, Harry was already peeling away the Chameleon's mask, revealing underneath his paste-white, surgery-flattened face. When May saw that, she looked as if she were about to faint; and Anna looked as if she were going to throw up.

"What in the world is going on here?" demanded Anna.

"That's a good question," said MJ, who marched up to the Chameleon. While Harry held him fast, she grabbed one his arms and twisted, hard. "What do you want with the Parkers?"

"Chyort voz'mi," the Chameleon swore in Russian. "What do they feed you American children to make you so strong!?"

"Wheaties," said Gwen, who marched up to the freelance spy and gripped his other arm. "Tell us why you're here, before I decide break somethin' off!"

Anna Watson stared, dumbfounded as her niece and the other two kids manhandled the famous supervillain. The Chameleon writhed in pain and struggled against the super-strong holds, but it was to no avail; he gave in. "All right, all right. Richard Parker worked for SHIELD close to twenty years ago; he was involved in super-soldier research—"

May gasped and stood up from her chair. "And you wanted to fool us, so that you could—? Oh, shame on you!" She slapped the Chameleon across the face.

"Aunt Anna, can you please call the police?" asked MJ. "We can sit on this asshole until they get here."

• • •

A short while later, Peter returned home with a grocery bag containing four cans of cranberry sauce. He went in through the front door and found everybody sitting around in the living-room, all waiting
for him—except that there was now one extra person in the room, pinned flatly to the floor. Mary Jane was sitting on him, holding him down.

"Is that the Chameleon?" asked Peter in a deadpan voice.

"Yup," said MJ.

"Did he come here dressed up like my father, trying to steal his research?"

"Yup," said MJ again.

"Have you called the police?"

"Yup."

"You need any help holding him down?"

MJ shook her head. "Nope."

"Okay then," said Peter. "Aunt May, I brought cranberries!"

Once the police had come and gone, taking Dmitri Smerdyakov with them, Thanksgiving dinner proceeded like normal. Well, almost like normal. Peter, Gwen, Mary Jane, and Harry all piled their plates high with prodigious quantities of food, especially protein—lots and lots of meat. May had set out three turkeys, one baked and two fried, and it looked as if they would all three of them disappear entirely before the night was over. There wouldn't even be leftovers.

Anna Watson was positively amazed at the amount of food that these teenagers could pack away. Even Mary Jane and Gwen—they were eating as much as the boys. "Mary Jane, is that… a fifth helping of turkey?" she asked. She didn't sound as if she were chiding; she was merely astonished.

MJ nodded while her mouth was still full and swallowed. "We, uh… we need lots of protein. We work out."

"It's a pretty intense routine," added Gwen, patting her now-full stomach. "You know how it is. Gotta keep that girlish figure."

Their dinner-conversation was interrupted by the ringing of a cell-phone. Aunt May was scandalized: "Who didn't turn their phone off? This is family time!"

"Sorry; sorry," said Gwen. "It's mine. It's Johnny."

"I'm kind of surprised you didn't invite him over," said Peter.

"Well, you know, he's got his own family to spend the holidays with," said Gwen. "But he did promise to call, so…""

"Go on, then; I'll let you answer him," said May. "You're excused."

"Thanks," said Gwen, who bounced up from the table and answered her phone on the way back up to her bedroom.

"Her boyfriend, I take it?" asked Anna.
"Yeah," said MJ. "They've only been dating for a little while, but it's definitely getting serious."

"He's a really sweet boy," said May. "Very charming. I don't believe a word of what they say about him in the tabloids."

"The tabloids!?" echoed Anna. "Is he some kind of celebrity, then?"

"Yeah," said Peter. "Some kind." He shot an annoyed look over at Aunt May, who realized that she'd slipped up a little bit and blushed.

Mary Jane shook her head, embarrassed. At this rate, it would only be a matter of time before Aunt Anna found out their big secret. But she still wasn't ready to face that ordeal, for that would mean explaining to Anna how and why Philip and Maddie had died, including the part that she herself and played in that fiasco. MJ couldn't deal with that, not yet; so for the time being, Anna Watson would have to remain safely out of the loop.

• • •

The rental car pulled up to the front of the Plaza Hotel in Pape'ete, Tahiti. Hammerhead got out of the back and opened the door for Wilson Fisk, who climbed into the car and waited. Hammerhead and several hotel porters loaded his luggage into the trunk. Once they were finished, Hammerhead slammed the trunk shut…and then, much to both his great astonishment and Fisk's, the car's engine revved, the tires squealed, and the car raced away with Fisk in the back. Hammerhead was left standing there alone in front of the hotel, utterly confused.

In the back of the car, Fisk rapped a meaty fist on the tinted divider between the back and front seats. "Driver!" he shouted. "You left my assistant! Driver, pull over at once!"

The driver flipped a switch. Slowly, the privacy-screen descended, and Fisk now saw the back of the driver's head. The driver looked at Fisk in the car's rear-view mirror and smirked. Underneath the chauffeur's cap, Fisk could see bleach-blond hair, sunglasses, and a thick yellow moustache. The driver slowly pulled the car out of traffic and came to halt on the side of the road. But then he made no other move.

"What is the meaning of this?" demanded Fisk.

"Oh, Wilson," said the driver in a deep, sardonic voice. "You're always so melodramatic about everything." He removed his cap and his sunglasses and turned around in the driver's seat to face the Kingpin.

Even with the moustache and the blonde-in-a-bottle dye-job, there was no mistaking that face. Fisk gasped, "Norman?! But—you're supposed to be dead!"

"Well, you know," said Norman Osborn with a chuckle. "'Rumors of my demise,' and all that jazz…"

"What do you want?" asked Fisk.

Norman replied, "Get comfortable, 'Willie'. We need to talk business…"

• • •

On the rooftop of Avengers Tower, Nick Fury stood and watched, arms crossed. Bruce Banner and Betty Ross were there, as was Steve Rogers. Tony Stark was inside, pouring drinks for himself and Pepper Potts. In front of these distinguished heroes and scientists, Peter Parker—the amazing Spider-
Man—and his team stood assembled and ready. Mary Jane, the Scarlet Spider; Gwen Stacy, Spider-Woman; Felicia Hardy, the Black Cat; Harry Osborn, the Gray Glider; and their latest member, Kitty Pryde, Shadowcat, who now wore a black-and-gold uniform with a mask that had cat-ears resembling those on Felicia's costume, but which also sported the same style of white "lucha libre" spider-eyes as Peter, MJ, and Gwen.

"Well?" said Peter. "What do you think?"

"The Spectacular Spider-Squad…" said Fury, stroking his chin. "Hm. I don't know…"

"Oh, come on!" said Gwen. "We're already ten different kinds of awesome! You know we can do this thing."

"Dr. Banner's report says that double-oh-zee is unstable," countered Fury. "Leads to unchecked aggression and eventual madness. How do we know that Osborn won't snap?"

"How do you know that he won't snap?" countered Harry, pointing at Bruce.

"The kid does have a point," said Bruce. "And for the record, my report said that the compound was potentially unstable. It might not have the same detrimental effects on Harry that it had on his father."

"I think they're ready," said Captain Rogers. "They just need… a little guidance. And maybe some discipline. Some training. And a little structure in their lives. They need to finish their educations; college might be a good idea for all of them—"

"Okay, okay, I get it!" said Fury, waving his arms to calm everybody down. He took a deep breath and pronounced, "Fine. I'll make it official. Your little Spider-Squad gets to be a real super-team, officially supported by both SHIELD and the Avengers Initiative. But I want to make this clear: it does mean that you're going to have to take on missions for us, from time to time, for your country and for your planet. That means following orders. Can you all say that you're prepared to do that?"

"Yeah, I think so," said Peter. "Right, guys?" The others all nodded in affirmation.

"All right," said Fury. "In that case, the first thing we have to do is call a press conference and get this out on our own terms, before the media catches wind of it. Mr. Stark will make the arrangements. I expect all of you to be here tomorrow, 5 PM sharp, in your costumes and masks, to greet the press. Am I understood?"

"5 PM is dinner-time," said Peter. "I'll have to ask my aunt."

"She can be pretty strict about that kind of stuff," added Gwen.

"Can we make it 6?" added MJ. "I have drama club."

"I don't know if I want to be on the news," said Felicia. "What if someone recognizes me and calls mother? She'll positively die!"

"Maybe you just need a better mask?" suggested Harry. "Something with more… ah… coverage." (Felicia had already modified her new costume to show off her impressive cleavage, and Harry hadn't really been able to take his eyes off of her ever since.)

Kitty was positively giddy at the prospect of a press-conference. "Ooh, I hope there's a photo-op! We could use the group-shot to make posters and sell them to fans on the internet—"

Fury turned and walked away from the chatting teenagers. As he left, he called over his shoulder,
"Fine, I'll make it 6, but don't be late!" Then he went inside, shaking his head the whole way. What kind of crazy kiddie-team did I just authorize?

The members of the Spider-Squad, meanwhile, said their goodbyes to Bruce, Betty, and Steve, and then took off from the rooftop. Peter and Mary Jane each spun a web, Peter with his right hand and MJ with her left, so that they could go swinging off together holding hands. Gwen jumped into the air after them and shot two organic web-lines out from her fingertips, letting out a joyous "whoop!" as she swung off. Felicia dove off the side of Avengers Tower and let herself freefall for several seconds before she fired her grappling-line. And Kitty jumped onto Harry's glider-board, holding onto him from behind as he flew off after his friends. The six heroes, the Spectacular Spider-Squad, sailed off into the sunset, fearless and ready to face the next villain that might be crazy enough to try and pull something in their city—and the city of the Avengers, the Fantastic Four, the X-Men, and so many other heroes—the one and only Big Apple.

THE END

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