Reticent Monsters

by Mystery_Name

Summary

“Well, well, well, what have we here?” Crossbones leered, looking down at Peter in interest.
“Did Octavius actually manage to capture you, Spider-Man?”

_______

After falling for a trap set by Doctor Octopus, Spider-Man finds himself in the dark clutches of Hydra. With his tracker off, and his fellow heroes unaware of his location, Spider-Man finds himself in a locked struggle for survival - physically and mentally.

Forging an alliance with the Avengers, the Ultimate New Warriors must put their suspicion and doubt aside to find their missing comrade before Hydra gets the information they want and New York faces something unlike anything they’ve seen before.

But if the heroes can’t identify the reticent monster lurking in the shadows, and put their trust where it’s needed most - then Hydra has finally won.
(Set after Season 4 "Symbiote Saga Part 3") (Scarlet Spider is alive!)
You Call this a Fun House?

*Chapter 1: You Call this a Fun House?*

This fic was originally based after "Agent Web", but I changed it so it's after the "Symbiote Saga" but in this, Scarlet Spider didn't supposedly "die" he did betray them, but when he crashed Octopus Island Spidey and the gang did save him. So, keep that change in mind.

Disclaimer: I do not own Ultimate Spider-Man; all rights go to Marvel/Disney, and that magnificent human being named Stan Lee.

---

**Reticent: not revealing one's thoughts or feelings readily.**

---

Being in charge sucked.

People like Dr. Doom, Goblin, and Ultron, and just anyone bent on world domination, were completely crazy.

Seriously, how is it possible to be so power hungry? Why in the known universe would anyone yearn, fight, scheme, and kill with everything they had just to be in charge? What was so great about leading and dominating? Commanding and ruling? It was a mystery that none of them ever cracked under the pressure. Thing is, sometimes it wasn't just New York, or America, or even a country or two they wanted to control. No, it was the whole. Entire. World.

Besides, how does someone just decide they want to own the Earth? Did life beat you down so hard that you think, "Know what? I'm gonna rule the world! That's right. Every single citizen, city, state, and continent will be mine. Ha! That'll show 'em!" No. No, it won't. Seriously, don't you have anything better to do with your spare time?!

Because if there was one thing Peter Parker couldn't stand, it was world-dominating wack-a-doos with questionable life choices, and being in charge of S.H.I.E.L.D Academy.

Alright, maybe that was TWO things.

Okay, so he didn't particularly hate running the Academy. It was fun sitting in the Director's chair, pretending to be the master of espionage and worlds greatest leading spy. But past the pretend and imaginary spy-games, and into the real workings inside SHIELD, it was not fun. It was stressful, and scary, and overwhelming, and soul-crushing. His teammates had looked to him for orders before, of course, because that was one of the many "perks" of being the team leader. But now things have been bumped up to a whole new, very scary level.

Because it wasn't just his team he was looking out for anymore. Now it was all of S.H.I.E.L.D Academy, which included its agents, guards, and staff. All those lives in his hands...people who had families to go home to, or wives and husbands. Someone they loved waiting for them to come back. The ones who were now looking to Spider-Man for answers and orders. Their very lives depended on the decision he made, which was a startlingly overwhelming load to carry.
He was just thankful that Dr. Curt Connors was there to share the burden with him because he was sure that if it was just him, he'd have cracked like thin ice under the pressure a long time ago. Even so, he still felt bad about sharing this weight with someone else, especially when that someone had dark bags under his eyes too and looked and trudged around like a physically exhausted zombie. But he was thankful for Dr. Connors no less.

And, after every long day while looking into the mirror at his soon-to-be-grey hair, wondering if he was running this organization down in flames and failure, he just had to face it. No one could run S.H.I.E.L.D like Nick Fury. He could think of no other person more qualified or capable of running the organization than their resident pirate-resenting director - who was also MIA.

But they had to try anyway, right? While Nick Fury was away keeping Madam Web safe from the Hydra's slimy clutches, he was depending on Spider-Man and Dr. Connors to keep everything under control and in order back at the Academy, which was something Peter Parker was going to make sure happened.

Which is also why he immediately objected when Dr. Connors ordered him to take the day off.

"You've been working harder than anyone on keeping the Academy running." The good doctor had said gently. "Take a break, go web-slinging, or – I don't know, try doing something normal kids your age do nowadays."

"You do realize there is absolutely nothing about me that could qualify as 'normal', as you say." Peter argued, adding finger quotes around the 'normal' part.

Connors had simply rolled his eyes. "Well try."

Peter, naturally, continued to argue that he had responsibilities to take care of and couldn't leave the doctor alone to finish the paperwork himself, going as far as webbing himself to the chair. But Connor's, the clever one-armed genius, called in the group that new most about keeping him occupied, drawing his attention, and getting out of webbing. The Web Warriors. All of who quite literally dragged Peter out of Director Fury's office, still webbed in the chair, and into the awaiting Spider Jet.

Then, after much fighting, threats of mutilation, a wheely chair into the wall, and a merry cruise across the bay, here was Peter, now turned Spider-Man, being forced to web-sling around New York by his once loyal team.

Kid Arachnid and Agent Venom were swinging on either side of him like a couple of determined teenage sentinels. Iron Spider flew above to make sure Spider-Man didn't try to lose them up high, and Scarlet Spider was below, making sure he didn't drop and make a desperate run for it.

Any other day, Spider-Man would've loved to be out swinging. He'd soar around the skyscrapers, flips, and twists for the tourists a few times, and invent new moves that made cool poses that the Bugle tried to manipulate into new, conniving acts done by New York's #1 menace. But right now, all he could think about was the piles of paperwork he left with Dr. Connors at the Triskelion.

"Come on Spidey," Kid Arachnid piped up when the mood didn't lighten on its own, "Stop glooming and have a little fun," he did a fluid mid-air flip to emphasize.

"I don't think 'glooming' is a word." Spider-man blandly pointed, watching as Kid Arachnids flip fell gracefully backing into an effortless swing.

"Yeah, you've been cooped up in that office for so long." Agent Venom continued in agreement
with Kid Arachnid. "It's okay to just sit back and chill sometimes."

Detecting conversation, Iron Spider flew in closer, "Got to agree with them both," he said. "You've been tense lately."

Spider-Man rolled his eyes with an unbelieving scoff. "Tense? Dude, I'm not tense!" He lingered into silence, the timidly asked, "Do I really look tense to you guys?"

They gave him a pointed look.

Iron Spider maneuvered himself so he was flying backward in front of Spider-Man, and after a moment said, "A body scan indicates that you're sleep deprived, under stress, and lacking proper nutrients."

"You got all that from a body scan?" Spider-Man demanded, raising an eyebrow.

"Not the point," Iron Spider sighed. "You need to stop stressing over everything and relax a little. It's not like the apocalypse will start if you take a breather."

"Well, then you definitely won't know what it's like to be me," Spider-Man said, sad by the fact that he actually meant it. "It'll happen," he added, pointing an ominous finger at Iron Spider. "It always does."

Iron Spider rolled his head, an obvious masked eye-roll, and returned to his silently-proclaimed position above. As they continued their little trek through New York, Spider-Man made sure to keep a crime-fighting eye out for trouble - who knows what could be looking in the alleys near Broadway. But, after several minutes of peace and tranquility, he took a slightly exasperated breath and gestured with his free arm the way a motorcyclist might if he was turning into a new lane. The team acknowledged it and turned, pausing their web-slinging to rest on a building. Spider-Man hung upside from the balcony, welcoming the shade as cover from the sinister early-autumn sun. It's been uncomfortably hot lately.

Iron Spider hung from the side of the building using his long, skinny retractable spider-barbs. Agent Venom and Kid Arachnid hung upside down in a flawless copy to Spider-Man's, whereas Scarlet Spider stuck himself to the side of the building, the farthest from the group.

Spider-Man tried not to let it bug him.

Some time ago, Scarlet had betrayed him and the rest of the Academy by revealing that he had been a spy for the villain, Doctor Octopus, the whole time he had been staying with them. The whole thing had been a huge, exhausting, soul-searching mess. A new Sinister Six was formed (and beaten), Ock had got his tentacles on the Anti-Hydra weapon and transformed the (already remodeled) tricarrier into 'Octopus Island', Peter's house in Queens was destroyed by said 'Octopus Island' (and rebuilt...again...), the Academy was practically annihilated (which happened quite a lot, to be honest), and to top it all off with a gross, rotten cherry, Doc Ock now knew that Spider-Man's real name was Peter Parker due to Scarlet unmasking him, and now Aunt May is in constant danger.

But it wasn't all doom and gloom. Yes, Ben betrayed them, but something changed in him too, and in the end, he switched sides again and helped defeat Doctor Octopus and personally saved Spider-Man and Aunt May. Scarlet had the one to crash Octopus Island in the ocean (where it belonged), but in doing so, nearly got himself killed in the process. Luckily, Spider-Man and the Web Warriors were able to find him and get him to Dr. Connors before his injuries got fatal.

But, if that wasn't enough already heaping on Spider-Man's plate, not long after that mess a
whole new crisis sprung up. Long story short, Michael Morbius and Doctor Octopus were playing "evil scientist" and recreated the carnage symbiote which spread and took over NYC. Harry Osborn, also Peter's best friend, became Anti-Venom and - temporarily - beat Carnage. However, Mary Jane Watson, Peter's other best friend, became the Carnage Queen, and - well, it was still kind of a long story - but in the end, Carnage was defeated, and both Harry and MJ are safe and now know Peter is Spider-Man too.

Anyway, Scarlet was out of the sickbay now - after making a miraculous recovery - and still staying with the Academy...for the time being.

However, despite the fact that he felt horrible for what he did, the students were still very, very slowly warming back up to him. There were still bitter feelings, of course. An attack of that magnitude was bound to leave some scars, even for Spider-Man.

He didn't like admitting, but if Spider-Man was honest, he still felt wary around Scarlet too.

Okay, so maybe he got a little freaked whenever Scarlet walk up behind him. Maybe he felt an itch on his brain whenever someone touched his arms. Maybe he was a little cautious around water. Maybe he still woke up at night in a cold sweat, thinking his arm was still bent behind his back while a figure hovered behind him, pushing the tip of a barb in his back while the other had his neck. And maybe - just maybe - he still felt hurt and angry that Scarlet had attacked him and stripped him of his mask in front of one of his most nefarious foes. Still, despite that, despite all Scarlet's done, a part of him wanted nothing but to help his teammates find his way again. But another part of him was - dare he say - actually scared of Ben. It was getting hard to ignore the tingle of unease that parcourred up his spine whenever Scarlet looked at him, or the way his stomach twisted in a training session when Scarlet had his barbs out. Spider-Man figured that with time they'd settle, but these clashing emotions weren't going down easy. If anything, they seemed to be getting worse.

It was certainly easier handling paperwork than that annoying, tangled yarn ball of emotion.

But everyone had their knot of bitterness, and due to the cold glares and hostile behavior from the past few weeks, Scarlet's himself had withdrawn too. He didn't talk much at all anymore, got out of the way of people, and stuck in the back of the room so nobody would notice him. All traits of the old Scarlet, but somehow colder and more distant. He was slowly - very slowly - gaining back the Academy's trust, but this wound was gonna take a while to heal. Personally, Spider-Man was just happy Scarlet Spider stuck around help seal the wound. He needed a chance to prove himself again, and if anyone was going to give Scarlet a second-chance, it was going to be Spider-Man.

Hopefully, the teams would take it as a good example. He just hoped he wasn't making the same mistake twice.

"Why are you so willing to go back to work anyway?" Iron Spider asked with his arms crossed.

Spider-Man wrung his hands in his lap, "Just, you know, responsibility," he stressed. "Someone's got to get that paperwork done, and I don't want to leave Dr. Connors to do it all." He glowered at the innocent-looking spiders around him.

"Hey, even Doc Connors thinks you need a break." Agent Venom defended themselves. "So you're either going to have a lot of fun or I'm gonna make you."

"Oh-ho." Spider-Man teased lightly, "Is that a threat?"

Agent Venom crossed his arms in a serious manner, and almost fell from his perch. With a yelp, he wobbly steadied himself, but said, "You better believe it. And don't think that I won't," he jabbed a
finger at his friend, "Because I totally will."

Spider-Man 'oohed' and raised his hands in self-defense, "Okay, okay, I believe you. I'm all fun and games now," then gave them a silly salute to show how playful he is, "See, I'm chill."

Agent Venom harrumphed in disbelief.

"So..." Kid Arachnid drawled when the silence stretched. "Whatcha guys want to do?"

They all shrugged,

Then Iron Spider perked up, "Oh, well, there's a new science exhibit opening downtown. It's about-"

"Okay, I'm just going to stop you there." Agent Venom interrupted with a shudder. "Rule #1: no museums or exhibits."

Iron Spider crossed his arms sourly and demanded, "Since when do we have rules?"

"Ever since you said 'new science exhibit,'" Kid Arachnid said, shuddering with Agent Venom again.

Spider-Man, on the other hand, rubbed his chin thoughtfully, "I don't know" he smirked. "I haven't been to a science exhibit in a quite a while."

Iron Spider shot a victoriously laugh toward the other two, as Agent Venom and Kid Arachnid stared in horror.

"Ew!" they gagged.

"Let's leave all the science nerd stuff in the labs." Kid Arachnid suggested.

"I second that!" Agent Venom declared, pumping one hand defiantly. He glanced to the side and seemed noticed Scarlet Spider, who hadn't contributed to the conversation yet. Venom's reaction was instant. He tensed and glowered, the pressure on the web he held increasing tenfold. Still, Spider-Man was thrilled when asked through grit teeth "What about you... Scarlet?"

Albeit it was said a tad harshly, but Spider-Man knew that Agent Venom was having an especially hard time coping with Scarlet betrayal, mostly because out of everyone he was the one who saw it coming. But he was trying, and Spider-Man was grateful knowing that he was at least making an effort.

Scarlet reaction, however, was like that of a guilty man under the eye of an all-seeing jury. He shrugged stiffly and folded his arms tight across his chest as he leaned against the building wall, and didn't offer any other means of communication.

It was silent for a few seconds.

Spider-Man coughed awkwardly into his fist and quickly suggested, "How about a trip to Coney Island? I hear they got a few new rides."

"Good idea." They all, sans Scarlet, agreed at bit too eagerly.

"Let me just call the Spider Jet." Iron Spider said, tapping a few things on his suit gauntlet. Not long after the Spider Jet came soaring over to the spiders. It hovered obediently in the air in front of them while the boarding ramp lowered and waited patiently for them to climb inside. The group turned Amadeus, impressed.
"I've been working on some modifications to the Jet." Iron Spider boasted, puffing his chest a little. "Now it'll be at our beck-and-call, whenever we need it."

Spider-Man jumped onto the boarding ramp. The landing was smooth, without the so much as jostle or jerk from the jet.

"Hmm, nice improvements Cho," he hummed, bouncing on the ramp in satisfaction.

Iron Spider crossed his arms smugly. "Naturally," he smirked. "Now, are we gonna go or what?"

Spider-Man laughed as Iron Spider and Agent Venom to each other tightly, screaming shrilly as the rollercoaster gained momentum and went into a flurry of crazy loops and spins. Past their screams of terror, the teens on the ground could also hear. "OH MY GOSH THIS IS AWESOME!", "AHHH! I'M GONNA DIE!", and "DOES THIS SEATBELT LOOK SECURE TO YOU?" Kid Arachnid was laughing so hard, Spider-Man wondered if he was actually getting any pictures on his phone.

If he didn't, he could probably get one from the crowd of onlookers who had summoned themselves as soon as the Spider Jet touched ground. The crowd were giving them a wide berth, for the time being, but had their phones out and were snapping pictures and videos to their heart's content. Most were tourists, Spider-Man noticed. Looks like they'd have a nice story to share with their familia when they got back home. The clicking and whispering became white noise though, something too familiar to really get bothered by.

Cackling as Venom and Iron Spider shrieked again, Spider-Man stuffed another tuft of cotton candy in his mouth and preened happily as it melted on his tongue. He glanced over at Scarlet Spider, who was sitting on the edge of the same bench picking depressingly at his own cone of fluffed sugar. Scarlet curled in on himself, and kept glancing idly at the spectators, fingers twitching nervously.

Spider-Man averted his gaze when Scarlet almost caught him staring and stuffed a thick wad of cotton candy in his mouth to avoid suspicion. But he glanced back at the other teen through the corner of his eyes, filling an uncomfortable sense of guilt for Scarlet's mood. Which was actually irritating, but he didn't do anything wrong. He picked at his cotton candy and asked slowly, "So...what's up?"

Scarlet scoffed softly and turned away. "You don't need to act nice around me." He muttered, eye downcast. "It's not like I deserve it anyway."

Spider-Man froze, another piece of cotton candy hovering centimeters from his mouth. He lowered it to his lap slowly. "Of course you deserve it, Scarlet," he said. "Why wouldn't you? You crashed Octopus Island into the ocean, saved me and Aunt May, and helped us take down Zola."

"Oh, right." Scarlet snapped, his sarcasm biting and bitter. "Was this before I betrayed you, or after I revealed your identity to Doc Ock?" His fist crushed the paper cone as he glanced at Spider-Man, looking ready to hit something. Spider-Man felt his throat seize as his heart punched at his ribs, suddenly frantic. Muscles tensed, fist clenched, Scarlet looked ready to lunge. Then he remembered the crowd of onlookers and sighed in dejection instead, looking away again. His fist softened and he tossed his uneaten cotton candy into the trashcan at his side.

Spider-Man didn't say anything for several seconds, to busy calming his heart to focus on words. Once he could breathe properly again and his hands stopped shaking, the guilt from earlier bled out and he grimaced. The dark image of Scarlet attacking him faded away into the slouched figure across the bench.

_Come on, get it together, Spider-Man_ reprimanded himself sharply. _That's not going to happen._
Taking a small, steady breath, he scooted a little closer. "Hey, you ended up doing the right thing," he said. "We all make mistakes Scarlet, but we learn from them too, and that's what makes you a good hero. Yeah, you made a mistake, but you accepted responsibility for it and stuck around anyway. You're trying to turn things around."

Scarlet folded his arms but tilted his head uncertainly. After a small pause, he shrugged and looked away, muttering "Whatever."

Spidey sighed softly. He didn't know what else to say to make Scarlet feel better.

His cotton candy was suddenly not looking as good anymore.

Despising the feeling of uselessness, he got up and stretched his body slowly. "Well, I'm gonna go and explore." He told Scarlet, forcing on a peppy tone. "If Agent Venom and Iron Spider don't make it past the Vertigo Tunnel, then I call all rights to Amadeus's lab."

Scarlet offered a half-hearted chuckle. "I don't think he'll agree with that."

Spidey smiled a little, feeling a little better, and dumped the rest of his cotton candy in the trash can too. Glancing over once more, just to reassure himself that Scarlet was going to be okay, he gave a little wave to the other spider and walked away.

Before leaving though, when Scarlet's back was turned, Spider-Man swiftly pushed a small button on his communicator, and across the sidewalk Kid Arachnid glanced down at his wrist device. He pushed the button back in affirmation and subtly moved so that Scarlet was in his line of sight.

Spider-Man could forgive Scarlet all he liked, but he couldn't just shrug off his betrayal like it was nothing. There were people he still had to protect, a team who had been hurt and were skeptical. Just to be safe, he made sure Scarlet was being watched at least 75% of the time. Spider-Man was about certain that Scarlet wasn't going to relapse into Octavius control, but there was no harm in taking precautions, and, honestly, it helped him sleep a little better at night too.

Walking through Coney Island while in suit was always an 'out-there' experience. While it definitely wouldn't be the first time he's ever strolled through the carnival for some Me Time, having civilians and tourists stop and ogle at him from ground-level never failed to both amuse him and set him on edge. He was a friendly neighborhood Spider-Man, but sometimes he couldn't tell who the Jameson supporters were in a crowd. But it was still hilarious to watch tourists gawk as he tried to pass off as a "normal" person. The actual New Yorkers, on the other hand, barely spared him a glance. Superheroes for the norm in the city, and whether he was the real deal or not, he could easily be passed off as a cosplayer.

That might not work this time though. The Web Warriors didn't really try to land discretely when they got to the amusement park, and it was natural that the adhesive touches, living goo, and highly expensive armor standing around a rollercoaster would attract a lot of people's attention. Besides, he was seen leaving the group and was barely a few exhibits way from the team before he was being mobbed by die-hard Spidey fans asking for an autograph, be it on a used, greasy napkin or oddly inappropriate places on the body. Camera's flashed and clicked from phones and there were voices coming from all sides.

"Spidey, I love you!"

"I'm you're biggest fan!"

"What are you doing here?"
"Do you really have six eyes?"
"I heard you have eight!"
"Can I have your autograph?
Of course, there were always the naysaying Bugle followers too.
"Get out of here you freak!
"Menace!"
"What, you can't just let us have a fun day at the carnival now?"
"Jameson is right about you!"
"You freakish son of a bitc-"

Spider-Man stopped listening to them after that. He signed a few foreheads and napkins, before waving goodbye and swinging himself to the top of a sturdy carnival game. The crowd followed, but he tried to politely ignore them. To be honest, the attention left him preening. It used to be all Jameson-believers, but his growing appeal to the public was a delightful change. Sure, it got to his head sometimes, but he couldn't help it. He's been waiting for acceptance from his city every since the first negative report by the Bugle, and the fact that it might actually be happening soon was amazing.

But before the Spidey-merch and declaration of hero worship could get to his head, a cold shiver ran ominously down his spine and spider-sense tingled lightly along the base of his skull. He froze and looked over his shoulder, back at the crowd. He spotted a tight group of teenagers, no older than he was, pointing and yelling at him in excite. They certainly didn't look like threats. But judging by their spider-themed clothing, he had a pretty good guess that they were fans too.

So spider-sense alerted him to obsessive fans now?

That didn't sound right. Still skeptical, Spider-Man shot a web and swung away, much to the displeasure of the crowd. But even as he left the people behind, his spider-sense continued it's low hum. It wasn't going off in a way that meant immediate danger, but more of a low tingle that suggested unwelcome eyes.

He resisted the urge to look over his shoulder.

It's not like he was unfamiliar with being watched. It happened to him quite a lot, to be honest. Way too much, if he really thought about it. So much so, that sometimes spidey-sense didn't even pick up on it. Jameson set it off sometimes. Never in a way that indicated that the Bugle chief would descend from his high pedestal to give him a solid slap, but more to let him know that someone hated him enough to actual, possibly, be a threat.

Spider-Man paused on a closed ring-toss booth, looking back toward the rollercoaster that the rest of his team was near and contemplated going back – for safety in numbers and all that. But Connor's had been a little right, leaving the Triskelion for a breather was nice, and as much as Spider-Man liked being around his teams, there were times when he just needed to be alone. Ever since Nick Fury's disappearance, Spider-Man was almost constantly being peppered with questions from teammates and staff alike, despite Connor's handling the staff issues most of the time. Then there was paperwork that needed looking over, repairs, funding's, and bills. Yes, even S.H.I.E.L.D paid for water and electricity. Not to mention the actual spy-espionage reports and missions that should never
be touched with immature, teenager hands. Those didn't often cross him anyway, going into a file archive that only Director Fury and Agent Coulson had access to. Given the fact that no international catastrophies have happened yet, Spider-Man figured the mission-report paperwork was being handled.

Point is, having some time alone was now a precious opportunity that needed to be savored.

Buuut...if there really was a threat lurking within the Coney Island, then he supposed he'd wan the team there to back him up when it struck. Sighing softly, he lifted his wrist to shoot a web, but paused as a stronger tingle thrummed his brain and something faint whispered in his ears.

It was quiet for a moment, aside from the loud buzz of the crowds which he shoved into background noise, then he heard it again.

A timid, "Help!"

It was so small and soft that even his sensitive ears almost didn't catch it. But if he strained his hearing and really focused, it was there again. This time more distinct.

Someone was in trouble.

Years of acting on impulse overcame him and before he could even think it through he was heading toward the faint cry. It was difficult traveling by ear, with all the people and games down below, but with a little focus and determination, he was barely able to pinpoint the plea's location.

It was an old carnival game. A trick-mirror fun house. Once upon a time, it was a brightly painted building with bright lights, swinging doors shaped like teeth, a red, faded railing that led to the entrance, a wooden sign with a clown, and the words "Funhouse" bolted to the side. But there was nothing fun-looking about this place anymore. It was boarded up now, with the walls chipped and the bright paint drained of its color, peeling slowly under the harsh elements. The place looked pretty dark and desolate, from - what was probably- years of neglect. But the cries were definitely coming from within, and judging by the few boards missing by the entrance, now lying scattered on the ground, and the small, nearly indistinct footprints smudged in the dust, someone was certainly in there.

Listening closer, Spider-Man could hear the pleas coming out louder, almost pained. They sounded young. Younger than he was. It made his heart twinge protectively, and he quickly tore more boards away, glancing over his shoulder. His actions went unnoticed. The place was abandoned and blocked off, far from where tourists strayed.

Once there was more space, Spider-Man stepped inside the building complex. The ground was scuffed and littered with empty beer cans, glass alcohol bottles, cigarettes, and small pill-baggies. Black marks, likely caused by firecrackers or other smalls explosions, scorched the floor at random. Looks like the place was quite a popular hangout for delinquents and drug-addicts. He tucked a note in his brain to come back later and put an end to any late-night shenanigans. When he inhaled, he immediately coughed the heavy stale odor of smoke and dusty air contaminated his lungs.

"Ugh." he groaned, sputtering weakly as he waved his hand around to fan the unpleasant air away. "Someone call Damage Control, we've got a code red." He put a hand over his masked mouth to keep as much dust away as possible and did a 360 to look around the entire room.

Light streamed in from the broken door and filtered lightly through cracks in the ceiling. Farther down the hall, where the first few mirrors appeared, it got darker. Kicking cans and bottles aside, he ducked into the shadows. Any and all light was quick to abandon the Fun House, and barely a
minute in he could no longer see on his own, and switched his mask lenses to night-vision. A small hum purred lightly from the white lenses, then everything was bathed in green.

It was eerie and ominous, sprouting tendrils of unease in his stomach. But another call for help had him ignoring the green-tinged shadows and claustrophobic conditions and he purged onward.

Despite the fun house's deteriorated state, the mirrors within were still in excellent condition. A thick layer of dust outlined their smooth surfaces, with faded words drawn on top, ranging from mouth-washing swear words, to extremely inappropriate pictures, to cringy love confessions. Which only fortified his decision to put an end to the questionable activities going on inside.

As he passed the mirrors, his hand dragged along its smooth surface, pulling dust and lint with him and leaving long, finger-shaped streaks of clean, reflective glass in its place. Making a point to run his hands over the bad words and pictures, in particular, feeling a twinge of satisfaction as the horrible marks were sabotaged.

But he didn't spend a lot of time on the destruction of blasphemy, as the cries got louder with each step taken. He sped up his pace to a quick jog. The maze of mirrors kept twisting and turning, and with no real light he couldn't help but get lost a few times. Eventually, he ended up at a dead-end, with the cries louder than ever.

Spider-Man whirled around, desperation taking a turn at the wheel, searching for anything that could point him in the right direction.

"Hello?" he called, hoping to grab the victim's attention. "I'm here to help. Where are you?"

It was quiet.

Then, "P-please! Please, someone, help me!"

"I know, I know, just calm down. Tell me where you are!" he shouted, retracing his steps from the dead-end.

It was quiet for a few more seconds.

"I-it's dark. I don't know where I am. Please help me, I-I can't stand it here."

"I'm coming, don't worry," Spider-Man shouted. "Just – just stay calm."

The mirrors were tall, starting from the ground and connected to the ceiling, so there was no climbing up and searching from above, but he jumped on a mirror anyway. Nothing stood out. No marks or footprints. Fingers twitching anxiously, he jumped from mirror to mirror, eyeing the floor for clues.

There was nothing. Absolutely nothing. And it was beginning to get frustrating. In fact, it was suspicious.

Spider-Man slowed into a cautious crawl, and yelled, "Can you tell me anything about where you are? What do your surroundings look like?"

"D-dark...it's so dark and cold."

The anguish coming off the voice was heartbreaking, melding uneasily with his suspicion.

"Just stay with me," Spider-Man shouted, moving faster, "I'm gonna get you out of here."

He alternated from jumping from mirrors and swinging by web. He was deep into the funhouse
when it dawned on him that the mirrors were gradually getting cleaner and cleaner, as if someone had gone in and washed only a select few. He slowly halted in his steps, eyes narrowing. He stepped forward once, twice, and squinted into the darkness.

This was weird.

He took a hesitant step back and reached up to tap his wrist communicator. But no sooner did he lift a finger did brutally blood-curdling shriek blast the silence.

"NO! LEAVE ME ALONE! PLEASE, I-I DIDN'T DO ANYTHING! P-PLEASE! HELP! SOMEONE HELP ME!"

Panic grabbed at his limbs and every hero-instinct had him running forward, heart pounding and adrenaline saturating. The screaming got louder, urging him to go faster, and when it wasn't fast enough, he switched to swinging. The mirrors became a blur as he followed the shrieks, a nervous sweat slicking his hands and forehead.

Finally, FINALLY, the corridor widened into a room and he saw a figure up ahead. The closer he got closer, the more defined it became. Whoever it was, was shaking, choking on sobs, and breathing heavy. It...or she, it turned out, was hunched over like someone had sucker punched her in the gut. Spider-Man sighed in relief. From where he was, she didn't look hurt. Only terrified.

He landed next to her. Her ratty blonde hair looked like pale, knotted webs in the night vision, strewn across her shoulders like cobwebs. She was still crying, disregarding his presence even when he knelt next to her.

"I'm here, I'm here," he said, softly putting a hand on her shoulder. "Are you hurt? Do I need to get you to a hospital?" But the girl ignored him as if he wasn't there at all.

In fact, she sobbed louder. "Help me! Please help me!"

Every muscle of Spider-Man's halted. "I'm - I'm right here," he said, "I'm gonna get you out, but you've got to tell me what's wrong." The crying continued. His fingertips felt cold. With cautious movements, he brushed his hands over her shoulder and realized there was something wrong with her texture. She felt real enough, but her clothes, her skin, was unnaturally cold and...hard?

Slowly getting to his feet, Spider-Man backed up a considerable distance from the girl with regret pooling in his stomach.

"Okaaay, this is creepy." He said, eyes darting nervously. Something definitely wasn't adding up, and the girl and mirrors were just a part of the equation. Another glance around had him noticing that EVERYTHING was clean. The mirrors, the floor, all of it spotless and pristine. He pushed a button on his communicator, alerting his team to his whereabouts. He felt absolutely stupid for not calling them before and was mentally beating himself for such a senseless, careless act.

"Web Warriors, I think I may have stumbled into some serious trouble, and I might need your help. So, requesting backup...please." Spider-Man said into the communicator, but all that came back was static fuzz.

"Hello?" he repeated, tapping the device. "Agent Venom? Iron Spider? Anyone there? This is Spider-Man requesting backup. I need your guy's assistance, like, right now!"

"Your team can't hear you." a voice chuckled, and Spider-Man jumped, immediately falling into a defensive as his eyes scoured the room. "Signals are jammed," the voice continued, resonating from all sides, "and the poor little spider is all alone."
Spider-Man recognized that voice – how could he not? Anxiety still addled up the ridges of his spine, but he straightened and forced a bored sigh, "I should have known this had you're slimy, metal tentacles all over it, Doctor Octopus."

"Very good Spider-Man," Otto cooed sarcastically. "Or, may I say, Peter Parker."

Spider-Man tensed again. Yes, Doctor Octopus knew his secret identity, and to be honest, he had actually forgotten about that in the spur of the moment.

"Oh yeah..." he mumbled, rubbing his neck uncomfortably. "I was hoping you conked your head getting out of the shower this morning and forgot about that little fact. Heh, silly me."

"How could I forget such a crucial piece of information?" Otto preened from whatever hidey-hole he was looming in, already sounding pleased with himself.

Spider-Man shrugged, "I guess you're right. I mean, I doubt you even take showers anyway. Which, let just diverge off topic for a second, but how do you get clean? Is there, like, some self-washing system built in you're tentacles? Do you get sponge bathed?"

"Are you telling me that you think about me getting clean," Otto said, and Spider-Man blanched and held up a hand.

"Nope, you're right. That is an image I really don't need in my head. Buuut, considering that personal hygiene is a very important, private thing, I won't question your cleaning process as long as you never, ever say my name again. Deal?"

Doc Ock chuckled, unamused, from the shadows. "Highly unlikely."

Spider-Man could perfectly imagine the sneer on Otto's face. It was irritating. "Well, I think it's a pretty solid deal." he sniffed, folding his arms in stubbornness.

"You know, Peter," Otto said just to spite him, "I'm surprised with you. Haven't recognized where we are at right now."

Spider-Man shifted his stance a little, glancing around the room again. So, he's been in a fun house with Ock before? If that wasn't a peculiar thought. He whirled around again, more theatrically this time, taking in his surroundings with a broad sweep of his arms, before rubbing his chin thoughtfully.

He surveyed the mirrors and shook his head, "Uh...no. No, this place doesn't seem to ring any bells. Are you sure it wasn't the dunk tank? Cause I'm pretty sure I've dunked you a few times. And by dunked, I meaning completely beating your cephalopod butt!" his arms exploded into a wide 'bvuurrrmn!' stance.

Otto seemed, by far, less amused. If that were possible. "This is the place where I first managed to catch you," he elucidated, sounding like an exasperated teacher explaining a very simple problem to a child. "Today, in fact, was the very date of when we first met."

Now how the heck does he REMEMBER that?! Spider-Man thought, I can hardly remember what I ate this morning. But cocked his head to the side, cooing loudly, "Awwwwww, so, this is like our anniversary? Honestly Doc, I'm kind of surprised you cared enough to remember our first official hero/villain meeting. It just warms my little hero heart." He smacked a hand over his chest.

His antics were not appreciated as much as they should've been.

Ock growled from his knucker hole, demanding, "Do you think this is a game?"
"Of course not!" Spider-Man said, crossing his hands in a 'no way' gesture. It was quiet for a beat, then he tilted his head and nodded innocently, "Okay, maybe a little. But, hey, poking fun at you bad guys is what keeps me going."

"Not for long," Otto snapped back. "I left you a little present."

A shot of spidey-sense shot up his spine and Spider-Man tensed. His two middle fingers lightly stroked the trigger plate to his web-shooters, not enough to fire, but enough to calm his nerves.

"Aww Ock, you didn't have too," he objected in a fun, light tone, despite the coils in his muscles and taut lines in his back. "I mean, I didn't get you anything, and I'd just feel bad taking something from you when I've got no anniversary present to give back." He lowered himself into his familiar crouch. "Oh, but wait! I know what I can give you," he continued happily. "A paid vacation to... a S.H.I.E.L.D prison cell! I hear it's absolutely lovely this time a year, and they serve lasagna for dinner every Friday!"

Otto chuckled again, this time actually amused. It went inauspiciously quiet for a few laborious seconds, then, without warning, all the lights in the room flashed on at once.

Even with his night vision on, the sudden brightness left Spider-Man instantly blind as he shielded his sensitive eyes with a shout, rubbing at them from behind the mask fruitlessly. Spidey-sense tingled again, but being too preoccupied with his burning eye he could barely notice.

When he straightened up, blinking frantically to get the dancing black and yellow spots out of his vision, he saw something flying at him. There was a sharp hit to his middle and he went flying through open space, where seconds later he was hitting into a mirror roughly. The glass cracked under the pressure and rained down on him when he slumped to the ground. Groaning throatily, he pushed up his knees, then onto his feet. Spidey-sense buzzed, but this time he was expecting it and flipped up onto an intact mirror.

"That was a nasty trick," he commented from his safe(ish) perch, blinking the remainder of the dots away. Switching the lenses back to their normal setting, he looked down, expecting to see Otto leering below. Instead, the sobbing girl was at her feet with her fists up.

"Wha'?" Spider-Man muttered, hurtedly rubbed his bruised middle.

The crying and wailing noises were still emanating from her, only the girl's mouth wasn't moving. Her jaw was set straight and her eyes were cold and emotionless.

Otto laughed. "You thought you were saving an innocent," he mocked. "Unfortunately for you, you're not very bright," his tone turned airy and humorous, "It's so easy to catch a hero. All you have to do is dangle an innocent in his face and he'll come crawling to you."

"Funny thing is," he continued with a wry tone. "She's not even real."

There was a metallic whirr and the girls muddled image went fuzzy and disoriented. Like an old TV screen. Her appearance flickered, then dropped to reveal an LMD.

Spider-Man's eyes widened, "A Life Model Decoy?" he staggered. "Where - where in the world did you get that?"

"S.H.I.E.L.D Academy," Otto answered indifferently. "It's amazing how forgetful people can be when two all-powerful rulers of the universe start a game. It's only purpose was to lure you in here, nothing more. It can't even be fully reprogrammed." There was a bright spark and LMB suddenly jolted and its metal body clattered to the floor. The wails slowly died off, its volume deepening and
fading till it stopped altogether.

Otto must've gotten his hands on an LMD during the Contest of Champions, perhaps around the time the Collector was fighting the Grand Master. Spider-Man tried to act nonchalant as he slowly inched toward the exit.

"You stole an LMD, huh?" he said, stepping over the cracked mirror, "I don't think Nick is going to like that very much. He's very sensitive about his stuff. I mean, he snapped his eyepatch when you and Hydra took over his tricarrier. Now that you stealing his LMD's..." he tsked. "Man, I'd hate to be you right now."

He was almost to the exit when the metal door slammed shut with a hiss, cutting off his way out.

"Going somewhere?" Otto asked.

"Aw come on!" Spider-Man shouted. "You upgraded a fun house? Seriously? Come on Ock, how much free time do you have?"

"Enough to find an effective way to finally take down a nuisance," Otto snapped. There was a clunking sound and another hiss, and this a mirror lifted away and he came clanking in, in all of his bald, metal-bodied, tentacle glory. Spider-Man eyed the mirror exit appreciatively, right before it shut and locked the two in again. He tried to hide his disappointment.

"So..." the hero drawled slowly, fingers drumming on his thigh as he searched for another exit-point. "Feel free to break out into a villain monolog any time you want. I won't mind." His answer was a metal tentacle aimed for the head.

Vaulting off the mirror, he flipped in the air and landed on the opposite end of the room. "Okay, I get it. You don't feel like talking, yeesh. You could've just said so." The mirror he occupied shattered under another one of Otto's tentacle and sharp pieces of glass sprinkled the ground like illustrious drops of light.

"7 years bad luck!" Spider-Man told him. A tentacle came soaring again. Another mirror was lost in the struggle. "14 years bad luck!"

Crash!

"21 years."

Crash!

"28 years!"

"Insipid arachnid!" Otto seethed. "I'll show you bad luck as soon as I get you back to my lab!"

Spider-Man perked up, interest piqued. "Lab?" he parroted. "Wait a second, which lab are we talking about? Your underwater lab? Your Oscorp lab? The underground one? The sewer one? The warehouse one? The Hydra one?" he listed them all off his fingers. "Wow, you go through labs almost as much as I go through quips. How do you keep track of them all? Do you have a bad-guy day planner, or..." he yelped when one of Otto's tentacles grabbed his leg.

"Uh-oh,"

He was smashed him into the ground. There was barely any time for him to groan before he was lifted again and swung into a mirror, then another mirror, before being slammed into the floor.
Groaning weakly, Spider-Man squeaked a weak "Ow."

The shards under him cracked and splintered under his body weight when he tried to get up. A few pieces of glass embedded his back shifted, eliciting a sharp sting. "Ow, ow, ow, ow, ow." He chanted, hissing roughly. Four tentacles flew back into sight and grabbed him by the wrists and ankles, pinning him down. A few shards dug farther in, causing him to cry out hoarsely. His wrist communicator broke and sent a small electric charge running up his arm.

"Just you wait, Peter Parker," Otto snarled. "the pain you're feeling right now will be nothing compared to what you will feel soon."

Breathing raggedly, Spider-Man blinked tears of pain from his eyes. With every breath, his ribs seized sharply. Cracked, at the very least.

"H-have I ever mentioned how much of a creep you are?" he whispered breathlessly. Out of the corner of his eye, his wrist was staining red. The ground under him felt warm and wet, blood no doubt - that'd explain why he was feeling so dizzy.

Otto didn't answer. The tentacle holding down one wrist down let go and opened around the center, reveal a needle. Inside a questionable liquid sloshed around.

"I'll see you when you wake up." Otto chuckled.

The needle was plunged aggressively in Spider-Man's neck. He shouted and squirmed, flailing out with his free arm. Otto backed up and watched as he stumbled wobbly to his feet. He tottered a few steps, curling an arm around his sides. A part of him wanted to make a joke about already getting his shots, but his heart was beating too frantically to even consider a joke. He felt himself begin to panic.

He's been captured by many villains, but Otoo has always been the worst. He didn't care if he hurt his victims too badly, all the scientist wanted was Spider-Man's blood and body for science purposes. The hero was nothing more than a frog for dissection.

The edges of Spider-Man's vision rotted into a bubbling black, eating away his vision in an excruciatingly slow manner. As his eyes began losing focus and his heart began to slow, the last thing he felt was dozens of glass shards probing the nerves in his back, and the last thing he heard was the cruel laugh of the crazy scientist nearby.

The last thing he thought was: Why am I such an idiot?
Defenses Stripped Away

Chapter Summary

The Web Warriors looks for Spidey, whereas the missing arachnid wakes up somewhere he rather wish he didn't...

Chapter Notes

I'm back!!! ;)

Here’s another update. Yes, Peter got himself into a lot of trouble this time.

Hope you enjoy.

See the end of the chapter for more notes.

(Coney Island)

"That was awesome!" Agent Venom smiled, pumping his fist a few times before his face contorted and he vomited in the trash can he was leaning over. Iron Spider stood next to Venom, holding his own stomach, and trying not to focus on Agent Venom as he blew chunks, as to not follow in the act. Kid Arachnid stood nearby too, patting his nauseated teammate's back timidly as he gagged from the smell and forced his own lunch down.

The crowds had moved in some, circling the small group and taking videos as Agent Venom up-chucked. Scarlet Spider had a good mind to keep a good distance away, arms folded and waiting patiently, painfully aware of what would be blowing up the internet for the next few hours. Superhero activity wasn't hard to come by in New York. By tomorrow it'll be some hero getting tangled in a clothesline, or falling into a dumpster, and Agent Venom's Vomit Spectacular will be old news. Though he wasn't sure why Agent Venom puking would be news at all. People were weird.

"I shouldn't have had that eighth corn dog." Agent Venom moaning, having momentarily come up for air. The rest of the Web Warriors nodded in disgusted, sympathetic agreement.

"I think that's enough relaxing for one day." Iron Spider said, moving a safe distance from the toxic-smelling trashcan. "We can go back now Spidey."

It was quiet. Iron Spider did a 360 spin. "Uh…Spidey?" he called, then turned to the team. "Where'd he go?"

Agent Venom glanced off the rim of the can and shrugged, then convulsed and was back under again. Kid Arachnid pat his back timidly.

"He went off exploring," Scarlet Spider piped up from his spot. "Or, at least that's how he put it."
Iron Spider tensed, before his fists clenched, "Urg! The little weasel probable went back to do more work with Dr. Connors while our backs were turned!"

Scarlet resisted the urged face-palm. Of course. It seemed just like Spider-Man to slink off and finish his responsibilities, and Scarlet had just let him go. Not that he would've tried to stop him from leaving anyway. There were boundaries that he wasn't ready to cross yet. The team was edgy enough with him around, he didn't want them to think he was getting too aggressive. Agent Venom stopped heaving and stood upright, swaying slightly.

"Sorry," Scarlet said, rubbing the nape of his neck, "I guess didn't think that he'd go back to the Academy."

They all shrugged, though he didn't fail to notice the way the turned away from him. He shrunk back in his seat, wishing he hadn't spoken up at all. They were right to act suspiciously. He couldn't blame them.

"Whatever, let's just go and get him. He thinks we're done, oh no, I'm calling in the big guns now. Aunt May. Come on, we're going to make him go on every ride here, even if we have to web him to his seat." Iron Spider declared.

Agent Venom pumped his fist and shouted "OH YEAH!" before freezing, grumbling, and hunching over again. Kid Arachnid yelped and grabbed the trashcan.

"Not the costume, not the costume, not the costume."

Iron Spider winced, "I'll, uh, call the Spider Jet." Agent Venom gurgled incomprehensibly. "And I'll get Venom a puke-bag."

They were back to ignoring Scarlet. But that was okay. Even if they did converse like they used to, he didn't think he could do it. It was hard enough trying to fall back into the routine with Spider-Man, much less 15 more people. Besides, he didn't know what to say to them. He wanted a way to earn their trust back, but he couldn't figure out the trick to doing it with as little conversation as possible. So far he wasn't doing a very good job.

He didn't say another word as they all filed into the jet. Scarlet listened half-heartedly as the other three bickered amongst themselves, Iron Spider as he manned the jet, Kid Arachnid by him who was insisting it was his turn to drive, and Agent Venom behind them, clutching the mediocre popcorn bag Iron Spider acquired for him as a puke bag, complaining about sitting in the back. Scarlet sat in the seat farthest from them, gazing out the window where the crowds had backed up a considerable distance to let them take off. Scarlet shook his head in exasperation when he realized they were still snapping pictures.

The jet lifted into the air steadily before zipping over Coney Island, passing all the different carnival rides and games below. Tuning out the conversation up front, Scarlet tried to pinpoint little details below. A little boy who dropped his ice-cream. A group of Spider-Man fans, decked in t-shirts with Spider-Man's face huddling together and talking in fervish excitement. And that's when he noticed a dead-looking building, isolated from the rest of the games. He managed to pick out a faded clown face and the words: Fun House. He never did like fun houses, they always creeped him out.

He was glad when they left it far behind.

"What do you mean he's not here?" Iron Spider demanded, cocking his head aggressively to the side.
Dr. Connors sighed, putting down a paper he'd been skimming over. "Spider-Man is not here," Connors repeated. "Well, not in here anyway. If he did head back, then he hasn't come to finish the paperwork. You can try looking for him in the training rooms. Fitz and Simmons are down there working on a few upgrades."

"But I thought they did that already." Kid Arachnid said. "Remember, with the whole machine malfunctions and the disgusting lizard outbreak and..." he trailed off when Connor's turned a sharp look at him. "Uh, I -er, not that any of that was your fault. I mean, it wasn't. It was Rhino. So, so...um..." he waved for Connors to continue. "An-anyway you were saying?"

Connor's rolled his eyes. "Fitz and Simmons felt bad about that training-room malfunction, so they came back to do a 'proper' SHIELD upgrade. Spider-Man might've gone down there to help." he finished with an unhelpful shrugged and picked back up the paper. "As soon as you find him, tell him that if he pulls another disappearing act like that, I'm giving him the whole weekend off."

Nearby, Agent Venom tapped on his wrist communicator, trying to tap into the tracker installed in every member's comm. He scowled when nothing happened. "Aw man, I think my communicator broke." He whined. "Again..."

Iron Spider sighed and held out his hand. Agent Venom quickly snapped his wrist comm off and handed it over. Iron Spider clicked into the communicators setting, humming pleasantly as he worked, but after a moment his humming stopped and he turned the device several times in his hand.

"Your communicator is fine," Iron Spider notified, shrugging and handing it back. "There's nothing wrong with it."

"Well, it's not bringing up Spidey's coordinates," Agent Venom mumbled, fingerling the device with a scowl.

"Spider-Man could've turned his communicator off," Scarlet suggested from where he was leaning against the wall. "So we wouldn't find him."

But Iron Spider had gone quiet as he looked into his own wrist device. "Maybe..." he muttered. "But even if it was turned off, the tracker would still work. If Spidey wanted to throw us off his trail, which I think is a bit extreme, he would either have to put his communicator somewhere for us to track, or just destroy it."

"I'm not getting a signal on Spidey's tracker either," Kid Arachnid added, now scouring is own communicator. "So, he destroyed it? That's going a little far, don't you think?"

Dr. Connors frowned, dropping his paper again. "But that doesn't seem like something Spider-Man would do. Especially considering how many times he's been jumped by villains in the past. Of course, he's accidentally broken plenty of times too, but..." the doctor bit his lip in thought. "Well, you better go see if he's helping Fitz and Simmons first," he sighed and picked up a report, shaking his head softly, "I swear, that kid is going to be the death of me."

The Web Warriors smirked in what could only be agreement.

"I think he's going to be the death of us all," Kid Arachnid chuckled but waved a small goodbye as they headed out of the office.

"And if you happen to see Spidey first, tell him that there will words!" Iron Spider added over his shoulder.

They headed toward the training rooms, asking fellow students or members of the staff if they've
seen Spider-Man as they went, ignoring the growing feeling that something was terribly wrong.

*Why didn't my alarm clock go off?* Spider-Man groaned, twisting away from the sunlight peeking out his window. He tried to turn over and paused.

*Why am I strapped down?*

His eyes flew open, only for him to hiss and squeeze them back shut as a bright light struck him with blindness. He tried moving his arms again, to rub the black spots from his lids, but they stayed stubbornly pinned to his side.

The illusion of being at home, in bed, tucked into his blankets, shattered.

His head felt like a nut Monkey-Joe tried to crack, and when it had finally split, and nothing of value was inside, it had been hastily filled with cotton and clumsily sewn back shut. Almost as bad as his tongue, which was dry and had a thick taste that was absolutely awful. His throat was dry and itchy too. The after-effect of sedation was honestly one of the worst experiences.

Spider-Man's eyes flew open. Mirrors. Doctor Octopus. Sedative. It all came rushing back to him, seeping from the stitches in his brain and making his headache worse. He blinked the dots from his eyes rapidly, trying to adjust to the harsh lighting. Panic tugged at his muscle cords and he tried getting up again, only to be reminded that - *oh yeah-* he was strapped to a medical table.

Now that he could see a bit better, he glanced down at the thick metal cuffs locked tightly around his wrists, ankles, thighs, biceps, and chest. He was effectively immobilized.

"Gosh," he muttered, pulling harder, but his arms and legs remained appropriately stuck. "Ock really over did it."

When it was clear that he was going nowhere, he gave up on the cuffs and plopped down, wincing when his head smacked the table sharply. His headache grew.

"Well, if our patient isn't finally awake," a voice chuckled off to the side.

Spider-Man perked up again, lifting his aching head again, now noticing Otto who had been standing silently by the wall.

"Were you there the *whole time?*" he demanded, voice cracking slightly as his vocal muscles warmed. He shuddered. "That is creepy."

"No need to hide behind your pathetic jokes wall-crawler." Otto refuted, moving away from the wall and more into, what appeared to be, his sewer lab. Which rightfully explained the horrible smell. "I can tell you're scared."

It was then that Spider-Man noticed the ever familiar red, black-webbed mask dangling from the pinched fingers of one of Otto's tentacles. His eyes widened of their own accord, and his hand instinctively went up to touch his face to see if it truly was his mask. But thanks to the cuffs, he was left pulling on his restraints fruitlessly. Otto chuckled in amusement, bringing down a blank monitor for Spider-Man to see himself in.

The surprised and disheveled face of Peter Parker stared back at him.
"Hello, Peter Parker," Otto smirked, pulling the monitor back.

Spider-Man – no, it's Peter Parker now – stared back at the scientist in poorly concealed panic. Sure, he'd been scared earlier. Waking up in Doctor Octopus's lab does that to you. But now Peter was completely terrified. Not only was he strapped down, and completely vulnerable in front of a person who hated his guts with a passion, but his mask was off and his identity laid out flat in front of him.

All those other times in Otto's lab, Peter had at least had the defensive layer of his mask. That and his jokes were last means of protection he had for himself in dire situations, and one of them had been stripped from him.


Momentarily overcoming his panicked, Peter scowled. "Joke? Why tell a joke, when I'm looking right at one." He retorted.

"There's the fiery, annoying bug that I hate." Otto sneered and briefly turned around to type on a screen that had been bolted carefully on a sewer wall.

"Arachnid," Peter muttered sourly back. But with Otto's back turned, he took the moment to scan his surroundings.

It was definitely the sewers, but it was the cleanest sewer cavern he's ever seen - which still wasn't much. Computers, screens, and monitors lined the wall, some older editions, and other's state-of-the-art equipment, all seemed to be in a working state. Tables and cupboards were hastily put in, almost overflowing with science equipment, chemicals containers, and powders in vials. The lights weren't even properly installed fixtured, but a series of bulbs hanging from individual wire's. A few popped and sputtered, and one at the far end flickered on and off at random. The walls, the floor, and the ceiling were made up completely of concrete. There were no sewer channels running through the room, but he could smell them as bad as if it was standing right in front of him. All in all, it looked like someone started cleaning up the place, got lazy, and did only half the job.

He was thankful he'd turned that hotdog from the carnival vendor. He grimaced and squirmed, trying to palliate the dull ache spreading across his back.

"So...how's your employment with Hydra?" Peter asked pleasantly, still wiggling to find a weak spot in his restraints.

Otto scoffed with his back still turned, "Hydra," he spat the word like a piece of the mold growing on the sewers walls had somehow gotten into his mouth. "A worthless excuse of an organization. They think they're so powerful. They are nothing!"

Peter stilled, cocking his head to the side."Gosh Ock, I didn't realize you hated Hydra so much. Looks like we have something in common after all. Although, I must ask, why in the world would you side with them if you despise them so much?" It didn't make much sense. Hydra funded Otto, gave him money to hunt said arachnid down and create new, dangerous toys to be put to evil purposes. He even got a lab assistant! Michael Morbius was a bit of an odd fellow though. Otto had everything a morally-challenged scientist like him could want.

But Otto made a sound almost like a growl as his tentacles began aggressively grabbing tools around the lab. "I don't need to explain myself to you, Parker," he said, and Peter internally bristled.

Even hearing Otto say his name made him feel dirty – as if just saying was the equivalent of dunking
him, head first, into a sewer channel.

"Just know that I'm done with Hydra," Otto continued, "You and that old, pathetic gang will get what's coming to you!"

"I don't suppose that'd be a deep-tissue massage," Peter said, squirming again. "Because there is this huge knot in my upper back that has been-" a tentacle grabbed Peter's injured wrist and squeezed, cutting him off with a small cry.

"Still hiding behind those jokes?" Ock interrupted. "Well, that will change in due time." He stared in anger for a few seconds, then slowly smiled, a cruel, sharp smile, and twisted Peter's wrist a little, the leather straps adding painful pressure to his skin. Peter shouted, despite himself, then glared and ground his teeth to keep down another cry.

"Defiant till the end." Otto chuckled. "I must say that I quite like seeing this side to you." A tentacle reached over moved a few stray strands of hair from where they had fallen in Peter's eyes. "Without your mask, it's so much easier seeing your emotions. Pain looks great on you." The tentacle digging into Peter's wrist twisted again, making his eyes water.

Still, he managed to stammer out. "F-first stalking me, n-now your complim-menting my looks," He winced as blood start trickling down his wrist. "If I didn't know any better, I'd say you had a crush on me Doc."

"Crush, no," Otto replied stoutly. "A fascination for how you and your powers work – yes. Which reminds me," he finally letting going of the wrist and clanked away. Peter gasped, letting out the breath he didn't realize he'd been holding. He didn't have long to reorientate himself though, as Otto was moving back into sight a minute later, this time rolling a small table with him. Peter turned his head to glimpse at its contents and immediately went pale. Noticing, Otto smirked and picked up a scalpel, running the sharp edge along the teen's throat.

"I realize I never did get to experiment on you as I've wanted," The blade dug far enough into his skin to draw blood. "I'd say it's time to change that."

Chapter End Notes

Ock is a creep *shudders* And Peter is NOT in a good position. As for the Web Warriors, poor lads are confused – where did their Spidey disappear off too!

Time will tell.

Another update for Animal Instincts will be coming soon, for now enjoy this!

It wasn’t a very big update, compared to what my chapters usually are. But even I can’t always go into the 4,000 words per chapter.

This is a USM writer signing out for the night!
Being Bitter

Chapter Summary

Still unable to find Spider-Man, the Web Warriors assemble the rest of the Academy. Together they call on a superior group for help...

Chapter Notes

Reserved for authors notes! Which the author doesn't have for up here, so continue reading. But there IS authors notes at the bottom, so read those on your way out! ;)

See the end of the chapter for more notes

It was when Spider-Man wasn't found with Fitz and Simmons, or anywhere in the Academy, did the Web Warriors truly start to worry.

After another sweep of the building, a few tantalizing semi-jokey scenarios about where Spidey could've gone, and a hasty meeting on the ceiling, did they finally dub the situation a Code Red and called the rest of their hero classmates for an unexpected meet-up.

The Web Warriors were crouched on the ceiling, still in silent debate, as the rest of their fellow students filed into one of the abandoned classrooms they've claimed, each taking a lazy seat whilst regarding the Web Warriors in bored interest.

"So...why were we called in here again?" Nova asked the moment he sat down, propping his feet up on the desk in front of and leaning back in his chair. His eyes swept over the Web Warriors, instantly noticing their lacking member. "And where's Spidey? Is he hiding in his closet again?"

At that, the Web Warriors shared a glance, that did not go unnoticed by the rest of the teams, and hopped down from the ceiling. "That's actually what we called you in here about." Iron Spider confessed meekly. Behind him, Kid Arachnid twiddled his thumbs innocently, and Agent Venom was wringing his hands together.

"We...kind of, maybe...sort of, a little...uh...lost...Spider-Man..." Kid Arachnid explained, switching to tapping his index fingers together, regarding the rest of the students apologetically. "Uh...sorry..." he added as an afterthought.

Powerman rolled his eyes, "Don't be so dramatic, man." He said. "He's probably just visiting Aunt May or something. Or tangling with some other super he came across. Spidey does this all the time, don't worry about it."

Kid Arachnid rubbed his neck, looking uncomfortable, "Yeah...maybe..." he agreed doubtfully.

"We already thought about that." Iron Spider continued for Miles. "But, he was there, then he was just...gone...it was weird."
"And his communicator is offline," Agent Venom piped up over his shoulder.

_That_ got their attention. Or, more specifically, it seemed to strike a nerve with the Ultimates. Nova slowly stopped leaning on his chair, whereas White Tiger, Powerman, and Iron Fist perked up in cautious interest.

"His communicator is offline?" White Tiger repeated slowly as if to verify this crucial fact. "So the tracker isn't working. Like, the signal is scrambled?"

Iron Spider made a so-so gesture, "Sort of. It's not really scrambled, and more like _not working_. His signal just disappeared off my tracking systems. I went back through the data my armor stored before then, and the last place he was at before he disappeared was at-"

"A warehouse? Or was it Coney Island?" Nova interrupted, looking unnervingly serious. Nova was _never_ serious.

Iron Spider peered at him skeptically, "Uh...yeah, it was Coney Island. How did you know?"

Another worried glanced between the Ultimates.

"Perhaps we're just overreacting and he's okay." Iron Fist said to Powerman, Nova, and White Tiger. "Maybe the Spider just ruined his comm again."

"After what happened to him before, I highly doubt it." Powerman replied, folding his arms in thought.

"I think we should check his Aunt's house and Oscorp before we make any assumptions." White Tiger said. "It seems just like Web-Head to go somewhere without telling someone first."

"Care to share with the rest of the class what you're talking about?" Iron Spider, sounding crude behind the faceplate.

The Ultimates all regarded them hesitantly as if just realizing that the rest of their comrades had no idea what they were talking about. "Well, let's just say this isn't the first time Spidey's gone missing like this," Nova briefly explained, getting to his feet. "But we should check all of his hangouts before we sound any alarms."

Kazar shuffled in his seat. He didn't think he liked the way the Ultimates were taking the situation, like there was a possible chance that they weren't getting Spider-Man back. It made his fingers itch to grab his weapons. "What do you guys think happened to them?" he asked them, already wondering if he was going to dread their answer.

White Tiger looked over her shoulder, already striding toward the door with a look of deadly intent. "Just hope that we're wrong." She said, which KaZar took as a needlessly ominous, yet vexatious answer.

(( _ _ ))

[2 hours later...]

"Well, he's not at Oscorp," Dagger announced as Cloak teleported her, Iron Spider, Triton, and White Tiger back in their designated classroom hangout/meeting room. Powerman, Iron Fist, Agent
Venom, and Scarlet Spider, who had already returned from their scouting mission and were scattered loosely around the room, got up from their seats and corners to join them at the front of the room.

"Yeah, he's not at his Aunts' either," Powerman said gravely, the same way he did whenever he thought something might be wrong.

Across the room, the door swooshed open and Zabu, KaZar, Nova, Squirrel Girl, and Kid Arachnid joined their lopsided circle, looking and sounding trouble.

"He's still not in the Academy." Squirrel Girl said, plopping down at a desk with her head in her arms, one hand mindlessly stroking Almond Joy, a perky little baby squirrel that had joined her squirrel ranks recently.

White Tiger muttered under her breath, sounding suspiciously like a curse-word worthy of Wolverine, and turned to the other three boys of her team, all of whom were looking equally frustrated.

"Why is it always you, Bug-Breathe?" Nova muttered, more to himself than anyone, rubbing a hand over his forehead roughly.

"Are you finally going to tell us what you're talking about?" Iron Spider demanded, folding his arms in annoyance.

Powerman sighed and sat down in a chair, as if tired, "Well, to put it shortly, this kind of thing has happened to Spidey two other times. You know, him suddenly disappearing in the middle of a fight, or out of the blue."

"Once when we were fighting Octopus bots in a warehouse, and another when Spidey was taking 'Me Time' at Coney Island," Nova said, adding finger quotes around 'Me Time'.

"Each time, it was revealed to us that he had been taken by Doctor Octopus." Iron Fist added.

White Tiger paced the floor in front of them all, striking a startling resemblance to most of their instructors before they began an important lesson. "Our hunch is that it happened again." She said. "I mean, he's not at Aunt's house, he's not visiting his friends, and just suddenly disappearing without a trace...I don't know, it seems awfully similar to the last few times."

The other teens soaked that in. After a quaking moment, Dagger hesitantly summed up, "So...he's been taken by Doctor Octopus?"

"Well, it's our theory." White Tiger confirmed, but that did little to hide her frustration as her pacing got faster. "But would Otto really try his luck a THIRD time. I mean, Spidey's disappeared loads of time. He COULD always been doing some random team-up with the Avengers, or Hulk, or even the Fantastic Four - you'd be surprised with how much trouble he tends to get himself into." She added the latter part when noticing the surprised looks of the other students. "Sometimes he just disappears out of the blue and shows up a day later, with some crazy story. But this just seems TOO random. There are no major attacks happening, and the Bugle hasn't seen Spidey anywhere within the last few hours."

Agent Venom shuffled in his feet, folding his arms, before unfolding them again. "Well, if Spidey isn't teaming up with anyone and he really is captured, how did you guys find him before?"

"Well, the first time, Spidey managed to signal S.H.I.E.L.D his whereabouts. But he kind of ended up blowing Ock's lab up in the process." Powerman explained, smiling lightly towards that last bit. "The second time, we found a small Octobot and followed it back to Ock's lab."
Scarlet Spider made a noise of frustration, the first sound he's made since arriving back at the Academy. "But we don't know where he was captured while we were at Coney Island, and have no way of finding out where he's being held at." He pretended not to notice the sudden coldness from the rest of the students as they turned toward him.

"You are right about that." White Tiger conceded though she was eyeing Scarlet apprehensively. "Nick Fury is still MIA, so he can't help us out either."

"Yeah, he'd know what to do." Nova groaned, shoulders slouching in a degrading way.

"So, we're on our own," Triton stated, clapping his webbed fingers together, looking painfully optimistic. "Sounds like it'll be a good training experience, right?"

Powerman's face pinched, "One of our comrades are in danger, yeah, a wonderful training experience," he drawled. Tritons face fell, and he rubbed his arms sheepishly.

"Sorry, I didn't mean to make light of the situation."

Powerman kept stony for a few seconds before his glare softened. "No, I know you didn't, man. Sorry, I'm just," he made a frustrated gesture. "Spidey stresses me out sometimes."

They all fell into a wary silence, either thinking of possible solutions to their problem or theorizing where they should start first. Agent Venom rubbed his chin, trying vainly to think up any possible places Spider-Man could've been taken. He couldn't be on the recreated Octopus Island, due Scarlet Spider crashing it into the bay (Flash tried not to think about that whole experience though, and refrained from instantly seeking out Scarlet and making sure he wasn't causing any trouble. He failed once, he wasn't going to fail again.)

The avoid making a scene that would likely involve punching something - or someone - and breaking the promise he made to Spider-Man, Agent Venom trudged to a far corner of the room where he wouldn't be tempted towards violence. Staring out the window, at the city across the bay, he subconsciously tried looking for any clues that Spidey was out web-slinging through New York. Which was laughable given how far away the city was, and that even with his symbiote, he couldn't even begin to see that far.

A streak of blue caught his eye. It was as if an electrical comet was shooting through the sky, almost too fast for him to catch before it disappeared among the buildings. He grinned, automatically recognizing it as the glowing trail of Iron Man. He was probably headed to Avengers Tower to do whatever superhero, billionaire geniuses did in their spare time.

"Hey," Agent Venom spoke up, loud enough to carry back towards the Ultimates. "wasn't Spidey an actual Avenger one time?"

The attention of the other teens immediately transfixed on him and his random question. The Ultimates all tensed, whereas Amadeus whirled around, demanding huffily, "What has that got to do with anything?"

Agent Venom shrugged and turned back toward the window with a glower. "Jeez, I was just wondering. Can't a guy ask a question anymore?" He grumbled.

"He was," Powerman answered hesitantly. "An Avenger I mean. Spidey did join the Avengers for a while."

"But he decided he liked us better, so he came back," Nova added firmly, as if stating a fact that everyone should jot down and study.
"That is so cool!" Agent Venom commented despite Nova's brisk tone, bubbling a little. "I mean, the Avengers, Earth's Mightiest Heroes, it'd be so awesome to work with them, wouldn't it?! Man, Spidey's so lucky."

White Tiger folded her arms stiffly, "I don't know," she shrugged stoutly. "I mean, I guess it'd be okay."

Nova muttered sourly under his breathe "They're not that mighty."

The Web Warriors cast the New Warriors a puzzled look. It wasn't like the Ultimates to get so testy like that. They were usually pretty chill. Kid Arachnid pointed a finger, opening his mouth to ask about it, but one look from White Tiger had him closing his mouth with a sharp snap!

"I think we're getting off topic." Iron Fist said, "Perhaps we should try figuring out where Spider-Man is, rather than waste time thinking of the Avengers." They all murmured an agreement, but no one spoke up to offer any suggestions or ideas. You couldn't offer what you didn't have.

Spider-Man wasn't at Oscorp, he wasn't at Aunt May's, he wasn't even at a few of Doc Ock' chartered Lab warehouses that Powerman and White Tiger scouted on their way back to the Academy. He was gone, whisked off the grid as easily as a speck of dust. For all they knew, he wasn't even in New York anymore. He could be in a whole different state, a whole different PLANET! Maybe he was abducted by aliens! Hmm...did they know of any aliens that had a vendetta against Spider-Man?

Well, the Grandmaster certainly hated Spidey, but the Collector promised that he and his brother would stay away from Earth. And the Guardians of the Galaxy didn't need Spidey for any intergalactic, off-Earth, missions– did they? If so, Nova would have certainly known about it.

No one had a clue. Aside from Connors, and their S.H.I.E.L.D resources, the Ultimate New Warriors were alone in finding their missing leader. Dagger stood against the wall, willing sharp light daggers to grow in her hand and disappear as she thought. Her gaze wandered around the room, all the way to the window Agent Venom was still looking out of. She saw a faint streak of blue light shoot across the sky before it turned and heading back into New York. Faintly, she wondered what Iron Man and the rest of the Avengers were up to.

She froze, the half manifested dagger in her head disappearing with a pop. "Hey, do you think the Avengers could help us?" she asked, snapping everyone else out of their own thoughts. At seeing the scrutinizing gazes of the Ultimates she quickly added, "I mean, Spidey's told us about all the team-ups he had with them, AND he was part of their team before. They could really be a big help. Besides, they might have a few ideas about how to track him down."

Powerman scoffed and turned away, "We can handle this ourselves. We don't need the Avengers help."

"Handle it?" Miles sputtered, voice thick with disbelief as he folded his scrawny arms. "Come on, let's just face it, we don't have a clue what we're doing here. Or where to even start."

Next to him, Iron Spider nodded in firm agreement, "Kid Arachnid has a point, the Avengers are older and have been doing this a lot longer than us. I don't usually ask for help, but even I know when assistance is needed."

"We don't need their help!" Nova snapped.

White Tiger agreed with him, "It's not like they've ever helped us with finding Spidey in the past
anyway."

"Besides, they'll probably have no time to help us out, being 'mighty and superior heroes'," Nova added haughtily.

Squirrel Girl's tail bristled and twitched nervously. She looked between the Ultimates, lips pursing. Under her stroking hand, Almond Joy and Monkey Joe chittered at her when she started missing their tails and brushed the table instead.

"What's the problem with you guys?" She said, adjusting her aim when Monkey Joy butts his head against her fingers. "Do you guys not like the Avengers or something?"

That seemed to strike the Ultimates, and they all shifted uncomfortable, suddenly finding more interest in their shoes or the ceiling than their comrades. "We don't hate the Avengers." Iron Fist assured her, though even he looked fidgety. "We just..."

"We just have a hard time working with them," Nova said for him.

"You guys worked fine with them during the Contest of Champions." Agent Venom bluntly pointed out.

"Well...that was different!" Nova proclaimed in frustration, wringing his fingers together aggressively. "That was like...life or death. All of New York was depending on us, it's not like we weren't NOT going to help, because we don't have a problem..."

Agent Venom stared at him wide-eyed, "Dude, I swear you weren't speaking English there for a sec."

Nova grit his jaw and stared vexingly up at the ceiling.

"The situations aren't that different." Kazar objected. "This situation is life or death."

"Jungle-Man is right." Scarlet Spider agreed, arms folded loosely as he leaned against the wall, voice a tad quieter than it normally would be. KaZar glared at him, not exactly big at the 'jungle-man' nickname. "Spider-Man's life could be in danger right now," Scarlet continued, "and he's depending on us to get him out of it. So are we going to sit here and argue, or are we going to call the Avengers and actually try and save Spidey before it's too late?"

The Ultimates were silent for a moment.

"Fine." White Tiger finally conceded. "Let's go call the Avengers and find our idiotic leader before he gets himself into more trouble."

(( _ _ ))

Just a teleportation wisk later - provided by one, Cloak, - and the teens were all huddled in Director Fury's office, bunched around his desk, patting out the scorch marks and laser burns gifted to them from the Director's defense measures.

"Amadeus, are you ever going to deactivate those?" Nova grumbled, rubbing away at a black burn on his suit.
"Tried," Iron Spider hummed, "But his systems run on a rotatory network, and his mainframe resets daily on a server I don't have access to. The best I can do is get the door open, you'll just have to worry about the defense mechanisms until I can find a legitimate connection to his networks - which, will probably have tons of firewalls, so even then I'd take me, like, a day -"

"Okay, okay, I get it," Nova said, sweeping his arms to cut it off. "Jeez, you could've just said no, I don't need the whole lecture."

On the desk, it was painfully obvious that Spider-Man had taken up home in the space. There were rogue papers scattered all about, invoices and reports from low-key SHIELD sanctions, a few articles of clothing, and plates of forgotten food that were slowly decomposing. The food looked like it had been nibbled on, but was otherwise untouched.

"Remind me to shove a pizza down his throat when we find him." White Tiger muttered, pushing a cold pizza slice away from her. "I swear, he's just going to fade away if he keeps eating like this."
She slid into the cool leather chair - the small, geeky, side of her buzzing with excitement because oh my gosh, she's ACTUALLY sitting in NICK FURY'S chair - and pushed a small, barely noticeable button to her right. A rectangular blue light flashed in front of her, and a complex keyboard seemed to melt out of the surface of the desk.

There was a minimized tab in the corner of the holographic screen, labeled none-to-discretely "Project Secret: That Means Leave It ALONE!" which she knew could be written by none other than their missing Web Head. Her curiosity spiked nevertheless, and she was tantalizingly close to opening the file.
But, this was Spidey's business, so she (albeit grudgingly) left it alone.

"First we just need to hack into the Avengers comm frequency." She muttered.

Iron Spider took a righteous step forward, the smirk in his voice, "Step aside and watch the genius work."

White Tiger clicked her tongue mirthfully, "No need super genius," she mused, "I'm already in."

"W-what?" Iron Spider leaning over her shoulder to look at the screen. "How? Tony Stark, no doubt, set up firewalls and defenses against anyone who tries to tap into his frequency!"

"What can I say?" Tiger smirked. "I've got hidden skills." Near her Powerman and Iron Fist smirked, knowing full and well that Fury already had a link to the Avengers frequency - in case of emergencies. But that didn't mean they couldn't have a little fun with the newbies.

Iron Spider gawked at her, likely gaping like a fish out of water under that helmet of his, and laughed. Ah, rookies. They were like the freshmen of heroes. Besides, it was Senior privilege to tease them, and after all the teasing and prodding she and the Ultimates underwent with SHIELD (even Spidey and his stupid extra experience), she wasn't out to miss out on the fun.

But fun was over and it was time to get to work. White Tiger tapped a few things into the keyboard, properly connecting S.H.I.E.L.D's link to the Avengers link. A moment later six circles appeared onscreen and the grunts and shouts of battle filled the empty space.

Captain America to Iron Man, what's your status? Came Captain America's voice from one of the circles, where a red line spiked up and down as he spoke.

Well, I've recently changed to online status from 'Hey, I'm a billionaire, whatcha gonna do', to 'how the HELL does A.I.M keep getting my tech?!' So does that tell you anything? Came Iron Man's frustrated reply. I mean, how hard is it to grow a few of your own brain cells and create your own
Tony, focus. Captain America warned.

Don't get all Catholic church on me, Golden Boy. As an American citizen, I have the right to call these little iggits what they are. Tony refuted.

There was an explosion in the background and a moment later Hawkeye asked, Are we even sure we even WANT them making their own weapons of mass destruction, Tony? I mean, I'd WAAAAY rather they steal your tech than creating their own.

Agreed, Hulk commented gruffly.

HA! Hawkeye shouted. The Big Guys on my side. He counts as, like, 10 whole votes.

Focus boys or these A.I.M agents won't have to worry about creating their own tech when they can just use Tony's. Black Widow noted.

Nats got a point. Get back here you horribly uniformed thieves of A.I.M!

C'mon let's just smash them already! I want to go home. Hulk grumbled.

I wouldn't get your hopes up Hulk. Falcon replied. We still have that list of A.I.M facilities to infiltrate afterwa – Cap duck! There was another explosion, followed by a line of curses.

"Maybe we should wait until they finish." Dagger said.

White Tiger nodded, and leaned back in the chair, "Good idea." The others got comfortable around the desk as well, either leaning against it, the wall, sitting on the floor, or just braving it and staying on their feet.

The sounds of the Avengers battle resonated from the screen for a few more minutes, grunts, shouts, curses, and occasional snippets of banter between the team and bad guys. Finally, though, the battle started wrapping up.

Ugh, finally. Hawkeye groaned. I'm heading back to the tower. There is a jar of pickles in the fridge with my name on it...Literally, I wrote my name on it so you better have not eaten then Hulk. Thor.

I don't know what you're talking about. Hulk replied, perhaps a tad too innocently.

I, too, have not eaten your pickles. Thor said, though he didn't sound quite genuine.

Before there could be any additional squabbling White Tiger cleared her throat loudly to catch their attention, adding a quick "Uh, S.H.I.E.L.D Academy to the Avengers?" just to make sure they heard.

The grown-ups on the other end paused as if trying to figure out what divine being was talking to them.

Hey, who is this!? Iron Man demanded after a moment of silence.

"Uh, I'm White Tiger, student at S.H.I.E.L.D Academy. We, uh...need your help." she grimaced as if the words left a bitter taste in her mouth. But whether they picked up on it, it was either ignored or unnoticed as Iron Man demanded again, How did you tap into my frequency? What do you want? How did you get past my firewalls? Know what, how long have you been listening? Wait...we?
"Chill dude, we only just started listening." Agent Venom commented, then froze, realizing he just told the smartest man on the planet to 'chill' and quickly leaned forward, as if to express his deepest apologies. "A - and...uh, yeah -yeah we're - uh, S.H.I.E.L.D Academy...students...Sir...Iron Man, Sir..."

Before Iron Man could fire off any more questions, Cap intervened with a calm, yet firm, *How did you get into our frequency?*

"Nick Fury has a Contact Avengers Protocol for Emergencies, C.A.P.E for short." Iron Fist replied, leaning over a little to make sure Captain America could hear him.

*Why do people like doing that so much?!* Hawkeye questioned, a bit incensed. *I mean, come on!* S.H.I.E.L.D, A.I.M, I think even M.O.D.O.C.K stands for SOMETHING! And now C.A.P.E! Does Avengers stand for something too? Do I need to know what it stands for?

*Calm down Hawkeye,* Black Widow dryly commented.

*It stands for justice,* Captain America commented wryly.

Black Widow continued, *Now, you kids called on an emergency then, right? What is it?*

"Spider-Man's gone missing." Scarlet Spider told them bluntly, not bothering to sugarcoat it. Why did he need to anyway? He didn't have time for chit-chat and small talk. The Avengers went quiet, as did the students.

Finally, Hawkeye asked, *Are you sure?*

Scarlet Spider's eyes narrowed, "Oh, well, let me think." He snapped. "Spider-Man unexplainably disappears, his comm is unresponsive, his current location is unknown, he's been gone for hours, and he has a long list of enemies out for his blood. So, *yeah,* we're pretty sure he's missing, thanks."

*Gee, someone woke up on the wrong side of the bed this morning.* Hawkeye barked back, equally annoyed. *Someone get Mr. Grumpy a B-Vitamin before he bites off all our heads.*

"I think we just need to calm down," Powerman suggested, folding his arms over his chest, though he looked as though he heartily agreed with Scarlet.

*He's right. Captain America said, Let's keep a level head. But Hawkeye does sort-of have a point – uh, not about that B-Vitamin thing. Spider-Man is notorious for teaming up with people, and if his, uh, stories are anything to go by, he usually ends up falling into some low-street plan– are you sure he's not off doing that?*

Iron Spider crossed his arms stiffly, "Yes, we're sure...Sir... Um, me, Kid Arachnid, Agent Venom, and Scarlet Spider were all there. This is different, Spider-Man didn't go on a mission, or team up with anyone. There wasn't even any trouble where we were at."

*And where were you?* Hulk asked.

"The...uh-well...Coney Island." Kid Arachnid mumbled, before tilting his chin up defensively, even though the Avengers couldn't see it. "Superheroes need to have a day off too, you know."

*Agreed,* Captain America dutifully agreed. *But there has been little to no criminal activity –* -*Except for A.I.M.* Iron Man interrupted, somewhat grumpily.
Well, yes, but A.I.M hasn't shown any interest whatsoever in Spider-Man. I find it hard to believe that they'd start kidnapping heroes off the streets. He said it carefully as if trying not to set them off.

"But you don't know Spidey's enemies like we do," Nova argued anyway. "They've got some pretty twisted minds. Besides, I highly doubt they're all caught up in 'Decent Villain Ethics'."

Hawkeye huffed, a small, frustrated sound - more exasperated than anything. *We're not saying that you're incompetent here. We're just saying you might be buying into this a little too much.*

Near the desk, Triton recoiled, feeling something flare in his chest. He greatly admired the Avengers – much like his colleagues - but, he was getting rathered annoyed about this downplay of their situation. "Your enemies might be kind enough to warn you of their attacks," he found himself snapping. "But not Spidder-Mins. They'd rather fight with the advantage of surprise, planning their schemes thoroughly...uh, more or less, I'll admit. We all believe that the situation is direr than you think, which is why we ask you of your assistance."

*Hey, our baddies are random!* Hawkeye said.

"Then will you help us out?" White Tiger demanded, adding a quiet and rueful, "please..." at the end, just to be safe. It was painstakingly quiet on both sides of the frequency for a minute. Neither of the groups wanting to speak up.

Finally, Black Widow broke the silence. *Okay then, here's what we're going to do. The Avengers and I are infiltrating a bunch of A.I.M bases that we've found – we don't have time to directly search for Spider-Man, but we WILL keep our eyes and ears open for any criminal-related news. If A.I.M did have a hand in taking Spider-Man, then we'll know, and we'll tell you as soon as we hear anything. In the meantime, you kids go out and scout the city and look for him on your own. Stay in pairs, Spider-Man's disappearance might be a chain-reaction – perhaps someone is picking you all off. Just to be safe, stay together and search for anything that can be connected to him. Okay?*

The teens all looked around at each other, silently thinking over Widow's plan, sharing their opinions through their eyes. Eventually, they came to a silent conclusion. "Okay." White Tiger agreed. "We'll call if we find anything."

*Good,* was all Black Widow replied before she cut off her connection to the frequency. Tiger pushed a button and disconnected them as well. She swiveled around in her chair to face the others, arms were folded curtly around herself.

"Now what?" Cloak asked.

"We search the city in pairs." Tiger briskly replied. "We'll go looking for Spider-Man ourselves while the Avengers infiltrate A.I.M." She stood up, "Powerman, Iron Fist, Nova; we're going to go search Midtown. Cloak, Dagger, and Triton, you guys search Upper New York and the docks. Squirrel Girl, Agent Venom and Kid Arachnid, you search lower New York. We'll search more of Manhattan later. Scarlet Spider, and Iron Spider, you guys stay here and see if you can get into the agents of S.M.A.S.H frequency, or even the Fantastic Four – just, try to get us a little bit more help, kay?"

Everyone agreed immediately.

"Look at you taking charge." Powerman grinned, bumping her shoulder.

Tiger smiled back, "Thanks. Now let's go, we have our idiot to track down."
Hey guys!

But you all have been very patient with me and I really love you all for that! Thanks so much for putting up with me, I'll have another Animal Instincts update ready by next Thursday/Friday.

Also, Ultimate Spider-Man is starting up again! How awesome is that?! The new episodes (so far) are called "Back To the Spider-Verse Part 1, 2, 3, and 4) I am freaking out over that and cannot wait to see it.

But since they're going back to the Spider-verse (aka different dimension) I'm worried that these are going to be the last few episodes with Miles. I don't want my little Spider-munchkin to leave!

Anywho, thanks again! I hope you enjoyed what I have here!

*This chapter has been edited!*
Finality

Chapter Summary

Someone stumbles upon Ock and Peters place in the sewers, but its someone neither wanted to see in the first place...

Chapter Notes

Hey guys, I’m sorry about such a long wait. I don’t mean too, but my life has been more time-consuming than I originally thought.

But I won’t waste your time on trivia. Let’s just move on with the chapter! This one is in Spidey’s POV!

See the end of the chapter for more notes.

The last time Peter was in such an immense amount of pain was probably back at Oscorp when Norman Osborn had mercilessly shocked him a dozen or so times. Before getting electrocuted, he already punched his way through Octo-bots and suffered through a long evil monologue that resulted in getting slammed into the floor.

Of course, when you spent your free-time running around in spandex and fighting criminals you had to learn how to handle pain, or else you wouldn't last a week.

As Spider-Man, Peter had gotten hurt a LOT and in MANY different ways. Pain was no longer a stranger, and more of an annoying roommate who never looked at the job chart, turned their music up too loud, and ate your favorite cereal without permission.

But as he lay on that cold hard table, strapped down and vulnerable, Peter had never felt pain quite like this. It was the kind of pain that spread everywhere. Agony burned up his sides and ripped along his muscles and tendons. It scratched at his skin the way Wolverine might give Sabretooth a massage and set his nerves on fire.

Doctor Octopus spared no expense when he promised Peter that he would feel pain like no other – cause as far as Peter knew, this pain was something entirely new.

The first few horrifying hours flew by with endless upon endless torture – or experimentation, in Otto's case. Try as he might to stay strong and resilient against the agony, Peter managed to hold his own for a little while. But in the end, with every new puncture of a needle or slash of a scalpel, he couldn't withhold his screams.

The first thing Ock experimented on was his healing factor. How fast Peter healed, how fast he healed with certain wounds, things that sped up the healing process and things that didn't. Things that hurt him the most and things he could hardly feel. As painful as it was, it didn't like a full-on study of
his healing factor, but more of a skim over the basics. Which scared him a little.

After that, Ock moved to the nervous system. He jabbed Peter in specific nerves to see his reflexes and was shocked at several different energy levels to see how much he could take. Like before, this experiment felt very brief and rushed.

Somewhere between testing his healing factor test and probing at his nervous system, Ock produced a collar. Despite being delusional with pain, with a raspy voice hoarse from screaming, Peter still managed to get out, "Collars Ock? I didn't think you were the kinky type. Remind me of the safe word again?"

His talking was put to an abrupt end.

The collar was thick and sturdy, yet simple. It was a combination of leather, metal, and plastic. As soon as Ock put it on, it tightened around Peter's neck, almost to the point of choking him, and locked together. The cold metal prongs outlining the interior of the collar poked his neck, which was both uncomfortable and awkward. As soon as it was secure, something sharp and needle-like shot out the prongs and into his skin. An icy, cold, prickly sensation swept over his neck, making him gasp in surprise.

After a few minutes of Ock's smug face, Peter tried to make another joke only to find that when his mouth moved no sound make out. Confusion swept over him and he tried again. Ock laughed at his bewilderment, "A new invention I created just for you." He said. "Every hour or so it will inject you with a formula of my own design. It'll go through your neck and instantly numbs your vocal cords. Say good-bye to talking Spider-Man."

That was a mighty blow to Peter. First his wrist communicator, than his mask, and now his jokes. Every last-minute defense he had was gone. Not only that, but as soon as the collar was on the experiments began. And they only got worse. Every second felt like minutes, every minute felt like hours, and every hour felt like an eternity.

But Peter had to hand one thing to Ock, he could really get a lot done in a short amount of time.

Well, it could've been short, but who knows how long Peter's been down here. How long has it been since he last saw his team? Did they realize he was missing yet? Were they looking for him now?

Peter didn't know and he had no way of finding out.

But Ock's torture DID come to an end, eventually. After a grueling session of getting his hands poked and burned (to see if the little hairs that made it possible for him to stick to things could actually burn), Ock put is attention on a vial of Peter's blood and shifted his attention to looking at it through a microscope nearby.

Peter still lay on the table, still strapped down, and still wearing his Spider-Man costume (sans the mask and gloves), only now it was decorated with deep spots of muddled red and frayed strings. He lay still, breathing deeply and trying to catch his bearings. His eyes were blurry from tears and unfocused, and his body trembled from the abuse it just took.

The cold sensation produced by the collar made his neck feel like ice. Ock said it would inject him with the serum every hour or so, and every time he was re-injected the skin around his neck always seemed to get a little colder. Which was quite the concundrum because his body was also burning hot. It was like that thing when your hand got warm but your fingers stayed cold. Or when your feet are hot but your toes are freezing. Just that annoying, frustrating feeling that he had no way to fix it.
It was quiet in the sewer lab, with the exception of Ock’s quiet mumbling and Peters shaky breathing. Still, the tension was thick between them.

When a wave of nausea crashed over him, Peter scrunched his eyes shut, fisted his hands, and grimaced as he tried to fight it off.

"You know," Ock said from his side of the room. "I must admit, I quite like it when you're not talking. I really should've thought of numbing your vocals before, but I suppose there is 'no time like the present." He laughed again.

Peter cracked open his eyes to glare at Ock, but overall ignored him and groaned as he shifted to get more comfortable – which was a big mistake as pain flared from every one of his nerves, making his teeth grit and fist go bone-white. Ock was watching, with a look of pure amusement. "You know," the cephalopod wannabe continued. "When people scream when they're hurt, it's to help them deal with the pain. But when you take that away, they are left with nothing but pure power of will." He stopped his work to clank noisily toward Peter, "I wonder how much more it will take before your power of will is broken." he stopped in front of the table. "I have yet to fully uncover how you work, Peter. Those earlier experiments were nothing more than a small taste. Just wait until I really dig into it. The pain you're experiencing now will seem like nothing other than a paper cut compared to what I have in store."

Peter did the only thing he could do to express how he felt about that. He flashed him with a brilliant, bloody smile and flipped him the bird.

Ock snarled in irritation, "Still joking, then. Well, I guess that means you're far from broken, but that also means," he lips quirked upward. "I have a new challenge. I can't wait to find out how much it takes to completely break you."

He chuckled to himself as he went back to his microscope. Peter glared spitefully at his back, before closing his eyes again and resting his head softly against the table. Maybe this was a bad dream...Peter's had plenty of weird dreams before. Maybe this was another one, only it's much scarier...and painful...and realistic...and ugly...

He withheld the urge to bang his head against the table. The only thing stopping him from completely losing himself in pain and panic was his sheer hate for Ock and the hope that his friends would be there to save him. The last few times Ock had him, S.H.I.E.L.D and the Ultimates were there to help him get out of it.

Peter had faith they'd find him again. They were a team. Friends. Family, even. Just endure, he told himself. Endure until they find you. That, or find a way out yourself. But he had already thought of everything.

There was literally nothing there to help him. Besides, he was too weak to do anything that required a lot of muscle, like breaking out of the bonds holding him. The straps were too tight to slide his wrists out of, and to thick to break with sheer strength. Besides, as far as he could tell someone had to physically unbind him to get him out.

So all of his options were pretty much crossed out. The best he could do was try not to get hurt too much (Ha! With Doc Ock holding the scalpel, that probably wasn't going to happen), and wait for an opportunity of escape.

Peter was in the middle of thinking up different scenarios that resulted in his freedom when his spider-sense sprang to life. His head whipped up right as an explosion rocked the room. The shockwave of the blow sent him and the table whirling back a few feet whereas Ock was sent flying
across the room with a surprised shout.

Dust buffeted the room like fog and debris went flying, most crushing the fragile equipment in the room. A lone bar careened toward Peter with terrifying speed and impaled itself 5 inches from his face. Staring at it wide-eyed, a thrill of shock shot up his spine and he gulped. But another part of him perked up in excitement. It's them! His friends. They found him!

From across the room, Ock grunted and picked himself up. "What is the meaning of this?!" he demanded. "Who is-"

"Did you really think you could hide from us, Octavius?" A familiar voice sneered as the dust cloud began to settle. It wasn't a good familiar, and definitely not the one Peter was expecting to hear.

Ock gasped and backed away, "No, how did you find me?!

Crossbones stepped into the lab, arms crossed casually as he regarded Ock with an unimpressed look. "For someone so smart it was stupid of you to think you could escape Hydra."

Octavius backed up against the wall, looking more and more like a cornered animal as Hydra agents swarmed from behind Crossbones and surrounded him, their guns aimed for his head and chest. "No, I will serve Hydra no longer. Leave me be!" he shouted, looking over the goons with frantic eyes.

Crossbones merely laughed, as if the very thought was amusing. "We're not done with you until I say so." He nodded toward the agents, "Bring him and his work back to base."

"No!" Ock shouted, panic-stricken, and swung one of his tentacles out desperately, knocking over a row of agents before they could get a shot off. "I refuse to work with this petty organization any longer!"

Crossbones looked at Ock the way one might look at a toddler throwing a tantrum. "It's a shame you feel that way, Octavius. Dr. Morbius has been eager to continue working with you."

Ock's face pulled back into a disgusted sneer. "That pathetic excuse of a human being!" he spat. "He is nothing! Taking my work and using it as his own like a filthy leech!"

"As long as he gets the job done I don't care what-" Crossbones tapered off as he turned and finally noticed Peter watching from the corner. "Oh, were we interrupting something?" he mused with a false air of innocence. His head tilted down, staring at the red and blue, spider-themed costume, and he stilled. "Wait. Is that..."

"I will not have your messing with my test subject." Ock abruptly interrupted, moving so he was in front of Peter. Peter might've thought it was kind of sweet, but he hadn't forgotten the hours of pain the scientist put him through. And the added comment, "He is mine to kill, I will not be denied my revenge again!" certainly didn't help either.

Crossbones ignored Ock and walked over to Peter, standing in front of him with his hands clasped behind his back. "Well, well, well, what have we here?" he leered, looking down at Peter in interest. "Did Octavius actually manage to capture you, Spider-Man?"

Peter glared.

Crossbones reached out a hand and grabbed Peters chin, using it to tilt his face up and to the side, as if examining him. "You're younger than I expected." he dryly commented. Peter jerked his face away, ignoring the way it made his head spin. "But still kicking I see," he added with a small chuckle. Peter stuck his tongue out.
"What's the matter bug, cat got your tongue?" Crossbones laughed. His finger glided along the rim of the collar, and he forced Peter's head to the side again to get a better look. He let go when Peter started pushing back and turned toward Ock, "What's that?"

Ock frowned and didn't answer. But a violent hit from a Hydra agent behind him had the scientist grunting in pain and answering through gritted teeth, "It's a machine of my own invention. It numbs the wearer's vocal cords, preventing them from making a sound."

Crossbones hummed his approval, "You're not a complete waste after all."

"If you truly thought I was a waste then you wouldn't have come looking for me." Ock snapped. Once again he was ignored.

Crossbones scratched his chin thoughtfully, still watching Peter. He probably looked as tired as he felt, and the fact that his hands were shaking probably didn't pull points for the courage he was trying to scrap together.

"Bring him too." Crossbones decided, "He could prove to be very useful."

Ock roared in anger and surged forward, but was shot down by several agents with trang guns and collapsed in a mechanized heap. An agent nearby gestured to Peter with his gun and asked, "And the boy, do you want him to be sedated too?"

Crossbones looked Peter over again and shook his head, "No, he's not going anywhere." Louder, he said, "Move out. We're heading back to base."

"Yes Sir." The agents echoed around him. "Hail Hydra!"

Peter was rolled out of the sewers through the back door of a building. They'd taken him through the tunnels of the sewers and up into a remote building that looked like it used to be an office complex. Outside in the alleyway, a white news van was already parked and waiting to receive its occupants. He was handed off to a couple of guys dressed as a news crew and stashed inside the van.

After that, they started loading up weapons and equipment, all disguised as cameras, computers, and other devices used by news crews. The Hydra agents weren't exactly smooth with Peter's transfer, nor did they try to be. Every jolt made him wince and gasp in pain, which usually invoked a laugh from his captors.

But while they were putting the last of the equipment in, Peter heard something that stirred him out of his state of agony and panic. It was a voice - no, four voices - somewhere high above on the rooftops. His senses were already going haywire thanks to the explosion and Ock's tests, so it possible the agents hadn't noticed them. And if they did, they kept up their charade innocently.

"Argh, where is he?" White Tiger demanded. "We're close, I can feel it."

"You said that about the last few alleyways we went to." Nova accused, and Peter could imagine he was floating in front of Tiger with his arms crossed.

"I don't know if he's here guys," Powerman said. "Not around this area anyway. There's no suspicious activity what-so-ever, and definitely no signs of Doc Ock."

"That slimy little twerp!" Nova commented.
"The Spider must be in New York somewhere." Iron Fist assured. "Perhaps we should double back to the Academy and see if anyone else is having any luck."

A flash of hope swept over Peter. They were looking for him! His friends were looking for him! Yes! He knew it! An agent standing next to Peter turned slightly and mumbled something into the collar of his jacket. A communicator or Bluetooth, probably.

"I doubt they got anything," Tiger argued.

"Then maybe we should regroup and come up with a different tactic," Power-Man suggested.

White Tiger was quiet for a moment, before grunting, "Fine, let's head back to the Academy."

Peter's hope withered. They were leaving him. But they were so close!

NO! He had to do something! He had to get their attention.

Desperately, Peter tugged at his binds, looking around frantically for something to help him. But there was nothing within reach. He pulled harder and harder at the straps, muscles screaming from the exertion, but unwilling to stop. He needed to get their attention!

The agents quickly took notice of his struggles and quickly jumped inside the van. Peter was pulling with all the strength he could muster up. Everything he had. The straps were slowly started to give-way. Yelling was hopeless thanks to the collar, but he couldn't help but try anyway.

*Tiger! Nova! Iron Fist! Power-Man! I'm right here!*

There was a sudden prick in his arms and Peter didn't need to look to know that he had been injected with a sedative. Above though, Tiger seemed to pause. "Wait," she said, "I smell something. I think its..."

The world stopped moving. Peter listened desperately as the drug worked its way into his system. It was quiet for one crucial moment before White Tiger sighed, "No, never mind. It was nothing. Come on, let's go."

And then they were gone.

So close that Peter almost couldn't believe they actually left. So close that it made his stomach twist with nausea.

His eyes were blurry with pained tears. Moving like that really stirred up the inferno of his wounds. But they were mostly from the pain of know that he'd been so close to rescue that he could taste it, and the heavy sense of disappointment and hopelessness hit him like a ton of bricks.

What was going to happen to him now?

"Ha, not today arachnid," One of the agents leered quietly, as if reading his thoughts. The doors to the back of the van slammed shut, a loud and lasting sound that slammed deep into Peter's core as if permanently sealing his fate.

A finality for what was to come

Chapter End Notes
Aw, poor Pete. So close to rescue. But alas...

Well, that's that. I'm sorry for not updating for a while guys, I plan on updating AI:IH by next week, please bear with me. I'll have an explanation for my absence in that update.

Anyway, here you go. Hope you enjoyed a little bit of angsty sadness! Until next time!
Chapter Summary

Guards talk and collars come off...

Chapter Notes

Hey guys! So my first book to Animal Instincts is over *bows* and I now have more time to work on this fic as well as my other ones for a time. I plan to start writing “Set in Stone” again, though I’m thinking about naming it “15 Years Ahead” instead, or something along those lines.

Anywho, I won’t bother you with pointless blubbering, so here’s your next chapter!!!

Peter woke up, only to find himself in another laboratory…again!

Granted this lab was a lot nicer than the one Ock had him in earlier…but that was beside the point!

It was unbelievable how many times Peter woke up like this! How was it he always someway ended up restrained, in a dark and cold room, surrounded by a bunch of mean looking lab equipment, usually with some insane villain, who was out for spider-blood, probable preparing a monologue speech in the corner?!

His costume was still tattered too. Ugh, that was disappointing. And the elaborate collar was still bound around his neck – double disappointing. Someone seriously needed to get these guys a “Manners for the Common Villain” guide book, because this was just ridiculous.

Well, someone did bandage his (almost healed) burned hands, and the few cuts that haven’t sealed up all the way – so that was something; and kudos to the clean lab equipment. But that’s where anything pleasant about this place stopped.

Peter was strapped onto a new table, though it was still as uncomfortable as the last one. His wrists, elbows, ankles, knees, and head were all tightly bound to the table with thick, sturdy leather straps, being pressed down by strong metal clamps. It was frustrating being unable to look from side to side, especially when Peter could hear people talking in the room, far off to the side just out of his line of sight.

Peter didn’t recognize any of the voices, but if he had to guess, he’d say that they were two Hydra goons assigned to watch him. Not that he was really going anywhere, whoever strapped him down made sure of that. Peter stilled himself and focused on the guys talking.
“—was found in some dingy old lab.” One was saying.

“Ha, really? That crazy old scientist; can’t believe he actually thought he could get away.” The other laughed jeeringly. Goon #1 laughed too.

“Yeah; it wasn’t even a good lab. Moldy as hell and filled with outdated Oscorp tech, smelled horrible too. I don’t even know why someone would even want to stay in a place that filthy.”

“Aw, you’ve seen Ock. The guys’ as gnarly as a rat not to mention he reeks like one; I’m not all that surprised someone as disgusting as he stayed down there, hell I’d lock his ugly face down there myself, just so I didn’t have to look at him anymore.” The two laughed loudly and Peter scowled.

He’s known Ock a while now, which was sad, seeing how they both hated each other’s guts. Even though the relationship between them wasn’t the healthiest, it still made a small spark of pity light up in Peter’s chest to hear such degrading words. Its true Ock wasn’t exactly Americas next top model, but it still wasn’t exactly Octavius’s fault he ended up the way he did. As far as Peters concerned, it was Ock’s time in Oscorp that made the scientist that way. Heck, Peter was willing to bet ol’ Stormin Norman had a personal hand in leaving Octavius in the condition he is now. His best friends own dad. Not exactly the kind of small talk you would start a conversation about.

And while Peter hated to think that he actually had something in common with the scientist, he could sympathize with being downgraded and verbally abused. Words like “Puny Parker” and “Menace” flashed across Peter’s thoughts and his frown deepened; yep, being picked as both Peter Parker and Spider-Man certainly didn’t help with his social out-put on life.

“Yeah, that’s where we found him.”

Peter froze as the conversation turned his way. He wasn’t sure if the guards could see if he was awake, but Peter deepened his breathing anyway, just to make it look like he was still asleep.

Goon #2 grunted, “Do you really think that’s the real Spider-Man? You know - the one that’s been givin’ Hydra so much trouble?”

“I don’t know; could be. He looks a bit scrawnier that I thought…kind of short too.”

Peter scowled slightly, with-holding the urge to flip the guy off. Okay, so he wasn’t exactly a body-builder! And 5’6 wasn’t THAT small! Who did this guy think he was? How dare he comment on his size! Peter could take him with one-hand webbed behind his back – Peter wished he could tell Goon #1 that too! But Ock’s stupid collar actually proved to work, so…

It was quiet between the two guards. Then, “He’s just a kid.” Goon #2 muttered. Peter was a little surprised with the soft tone Goon #2’s voice took.

Goon #2 wasn’t as soft though, “Yeah, same as all those delinquents he has at that school of his. What’s is called?...S.H.I.E.L.D Academy? Stupidest thing I’ve ever heard.” He jeered.

You’re the stupidest thing I’ve heard! Peter childishly thought back.

“Give a hero a group of kids, and suddenly they think they’re the X-Men.” Goon #1 continued with a laugh. Goon #2 laughed half-heartedly, but didn’t seem as into it as #1 did. Peter could feel the guard’s eyes still on him. It was quiet for a moment before #2 asked, “So…who do you think he is? Like…do you think he has any family, or…”

There was a small chortle of amusement from #1, “Don’t tell me you’re getting soft Nathan; sense when do you care about a prisoner’s backstory? Its not because he’s a kid is it?” #2, Nathan, was
quiet. “It is, isn’t it! Aw, come on Nate, this Rugrat probable deserves what’s coming to him; his fault for trying to play with the big leagues.”

Nathan didn’t say anything.

“Come on Nate, don’t be like that. This kid should know better than tangling up with Hydra.”

“But he is still just a kid.” Nathan insisted. “I mean, you know I’m loyal to Hydra, and I’ll defend it, but – well, I used to have a kid too Scott. You know that. And it just…it just…”

“Yeah, I know buddy. But don’t forget just how you lost you kid, and why you joined Hydra.”

“Yeah…yeah, your right.”

“Of course I am. Now let’s just stick to our job and wait till – wait a sec…I think the kids actually awake.”

Peter’s heart stopped for a moment and he felt himself panic. But Peter quickly got himself under control and adjusted his position so he was more comfortable on the table; they figured out he wasn’t actual asleep after all, he wasn’t going to get back-pain if there was no reason too. The guards crossed the room over to Peter in a few long strides, and stood over him with their guns hanging slack by their sides.

Both wore official Hydra suits, though one guard was smaller with less build, whereas the other stood 3 feet taller than his partner with muscles that bulged from in his suit. Peter cracked them a goofy smile and tilted his head in innocent greeting. The smaller one scoffed mockingly, “Ha, you can act care-free now kid, but I doubt you can keep your bravado up once Crossbones is done with you.” The guys voice sounded like guard #1, which meant the taller was Nathan, which was… surprisingly actually…

Nonetheless, Peter shrugged as best he could, and tried not to show how panicked he really felt. It’s not every day you get attacked and taken by a crazy, cephalopod-wanna be scientist who hates your guts, and then get taken again, this time with said scientist, to an even crazy, blood-thirsty organization that also happened to hate your guts as well.

The smaller guard chuckled spitefully, “Your own fault for trying to mess with Hydra.” Peter couldn’t help but feel like the guard was answering his thoughts…freaky…

Before Guard 1 could continue teasing Peter, Nathan elbowed him softly. “James, I think it’d be better if you reported his awakening to Crossbones.”

“You make this punk actually sound like a threat.” James pointed out. Nathan crossed his arms and stubbornly stared down at his partner with what could only be a glare; it was hard to tell with the helmets on. James broke their staring contest a moment later and begrudgingly walked away muttering, “Whatever, I was gonna do it anyway.”

There was a bang as a door closed and Nathan looked back down at Peter again. The teen stared back, though, after a few minutes, an awkward atmosphere crept up on both of them and Peter couldn’t help but fidget uncomfortably. Peter grimaced as the straps dug into his wrist and ankles; Nathan noticed and his crossed arms slowly softened and fell by his side.

“You should prepare yourself.” The colossal man gently advised. “Crossbones won’t take it easy on ya, even if you are a kid.”

Peter quirked an eyebrow at Nathan, he didn’t think Crossbones had anything good planned for him;
but was it so bad that even this giant of a guy would feel sympathy for him? Nathan saw his confusion but didn’t say anything more; silently, the man walked back to his post and out of Peter’s line of sight.

Peter stared at the dully lit ceiling above and swallowed back his nervous fear. His body still ached from the hours of torture conducted by Ock; who knows what Crossbones has in store. Well…the guards probable had an idea, but they didn’t seem too keen to share any information.

A few minutes passed, if might’ve been more (Peter couldn’t really tell), before the door opened back up, only there were more than 1 pair of feet walking inside. Crossbones skeleton mask slowly trekked across Peters view and stopped in front of him; Peter glared up at Crossbones.

“Good morning Princess, hope you had a good sleep.” Crossbones chuckled. “Oh, nothing to say back?” he added teasing. Peters glare deepened.

“It’s unfortunate that it has to end.”

Peter perked up in surprise. Crossbones held up a small card the size of a flash-drive, it was black and barely the width of a fingernail. He let Peter warily examine it, before reaching forward, willing Peter to press farther away, and swiped it across the front of the collar.

There was a low beep and a small hiss before the needle-like points in the collar shot back inside and the collar clicked open and hung loosely around the teens neck. Peter gasped in air as the device fell away and a rush of warm air glided over his cold throat.

Peter lowly rested his head against the table and took in deep breathes of air; he hadn’t realized how much that constricted his breathing. For a moment he forgot he was in a Hydra lab and reveled in the feel as his neck got some warmth back in it. Unfortunately, that had to end.

“Ock says it’ll take your body around 15 minutes to drain enough of the numbing solution to allow you to talk, well, a little.” Crossbones briefly explained, the Hydra leader took the hanging collar off of Peter’s neck with, surprisingly, gently hands as he talked. He lay the collar on a small moveable table nearby.

“You see Spider-boy,” Crossbones continued mirthfully. “Last time we met, I was trying to get something and you and fish-boy got in my way. I don’t appreciate that very much.” Crossbones shook his head in slight disappoint, as if he were scolding a child. “Thankfully for you, you can make up for that…if you cooperate.”

“It’s a simple request, as simple as talking really - something you’re pretty good at. So tell me,” Crossbones clasped his hands behind his back and leaned forward. “Where is the location of Nick Fury and Agent Web?”

Peter’s eyes narrowed in understanding; at least he knew what Crossbones needed him for. Of course he’d still be looking for Nick Fury and Agent Web; Agent Web was the reason Nick Fury left S.H.I.E.L.D in the hands of Peter and Dr. Connors; a person who could see all possible outcomes to the future, oh yeah, makes total that and organization like Hydra would want to get their slimy, six tentacles on.

But, thankfully for Peter, he didn’t actually know where those two were. Nick was careful not to let any information slip, and even if he did, it’s not like Peter would blab it all to someone like Crossbones.

“But you can’t talk yet.” Crossbones continued factually. One of his hands reached off to the side
and produced a wickedly sharp knife from the small moveable table. “So, here’s what we’re going to do. I’m gonna give you 15 minutes to think real carefully about your answer, in the meantime, I’m going to give you a demo of what is going to happen if you DON’T tell me what you know.”

The knife dipped down and traced the spider emblem of Peter’s suit, the tip dug faintly into the fabric, not enough to reach skin but the threat was definitely there.

Peter gulped heavily; he scrambled to mentally prepare himself for the 15 minutes of hell he was about to experience. Peter could practically feel the smirk through Crossbones mask.

“Let’s get started.”

The knife broke through the fabric.

<><><>>

Chapter End Notes

Sorry about a long wait. I’ve been sick and busy, but here’s this!!! *jazz hands at chapter* We get to see Peter deal with MORE pain! Fun right?

No…okay then…

This chapter might have been a bit rushed, sorry about that.

I’ll be working on this fic, as well as my others one, at random this month (for NaNoWriMo) wish me luck!!!!!

Ya’ll are great!!!
"Personal Response Analysis Session" aka Torture

Chapter Summary

“I won’t go to extremes with you – though it would be fun to see how long it took for you to cave-in and spill your heart out. But, we’ll just stick to some old-fashioned slicing and dicing. That fine with you?”

Chapter Notes

Yeah, so my plan to work on this fic was totally thrown out the window, run over by a few garbage trucks, and then left as a homeless bum sleeping under my piles of homework and rudely denied by something called a “social life”. I know a lot of you were looking forward to a lot of “RM” updates, so I’m sorry I couldn’t get to it.

My posting of “Animal Instincts: At War with Monsters” also has to be pushed back. But I promise I will post by the end of December, maybe around the time I posted the first book. Which reminds me, MERRY CHRISTMAS YOU ALL!

I suppose you all have had enough of my useless blubbering, so let’s just move on with the story – does that sound good with everyone?

Good.

We’ll start where we left off *maniical grin* Peter’s 15 minutes of hell.

WARNING! DESCRIPTIVE TORTURE SCENES AHEAD! If you’re not comfortable with that, or have a sensitive stomach, you may skim over or you can message me about it and we’ll work something out!

It was well into 6 minutes of Peter’s “personal response analysis session” that his voice started coming back. It was kind of nice, and Peter thought he could’ve appreciated it a lot more, if had didn’t have a maniacal Hydra boss hacking at his flesh like a crazed chief.

The first 5 minutes were hell enough for him, but he just couldn’t bring himself to tell Crossbones that (hardy-har-har). Crossbones took the first 3 minutes to carve out the spider-emblem in Peter’s costume, before prying the blood-soaked fabric away with pinched fingers and flicking it on the tray which held, Peter guessed, an assortment of other “toys” Crossbones collected from his armory.

“Sense your probable new to torture,” Crossbones hummed, casually twirling the knifes tip into his personal spider-shaped hole in Peter’s costume, “I won’t go to extremes with you – though it would
be fun to see how long it took for you to cave-in and spill your heart out. But, we’ll just stick to some old-fashioned slicing and dicing. That fine with you?” he chuckled when Peter didn’t – couldn’t – respond and tapped the knife against Peter’s nose.

Peter was already breathing heavy and his senses were back to overload, leaving every detail and every sensation as sharp as the knife Crossbones was still holding. Peter’s breath flew up and condensed on the clean(ish) part of the knife, whereas blood dripped from the blade and onto his chin and neck; also leaving a distinguished red dot on his nose when Crossbones pulled away.

Then, for the next two minutes, Crossbones etched a swirling, meaningless pattern into Peter’s arms and legs, digging the knife in a little deeper each time. Peter’s body writhed uncontrollable, he cried out in un-heard pain and tears prickled in his eyes, a few stray drops rolled down his cheek.

Then, his voice started coming back. It was weak though, and raw sounding. Peter couldn’t scream very loud, and sometimes his voice was cut off at random points – as if the numbing solution couldn’t decide if it wanted to completely leave Peter’s vocals just yet.

By 10 minutes, Crossbones had dropped the bloodied knife – after cleaning the blade by wiping the blood onto Peter’s face, and was now toying an electrified baton. He hit it lazily in his palm, before abruptly digging the end into Peter’s skin, near one of the knife wounds.

Peter screamed, his back arching painfully, as a high wave of voltage snapped through his muscles and veins. The blood near it turned darker and crusty, as the heat dried it up. Crossbones pulled away, and Peter slumped back against the table – like a puppet whose master just let go of its strings.

Casually, Crossbones glanced at his watch – a very nice watch Peter couldn’t help but notice through his delirious mind – and nodded, “Glad you’re not in too much pain to notice.” Peter’s eyes widened a little; he hadn’t realized he said that out loud. “We got 4 minutes? What should we do now?” Crossbones said it with almost a bored undertone.

He examined Peter’s shaking, bleeding body, and the tear streaks running lines down the blood stains on his cheeks. He hummed thoughtfully to himself, “I guess I can give you a few minutes to collect your thoughts.” Without another word, Crossbones turned and set the baton down. He then picked up Peter’s spider emblem and rolled the red-stained cloth in his gloved hands. The skeleton on his mask didn’t show much emotion, but Peter couldn’t think it was smiling with sadistic glee.

Closing his eyes, Peter focused on his breathing, like Iron Fist taught him, and tried to clear his mind of his agony and fear. My friends will find me; Peter told himself confidentially, my friends WILL find me.

“Doubtful, but by all means let them try.” Crossbones commented.

Peter decided he really needed to stop talking out loud.

After a few minutes, Crossbones set down the cloth and stood in front of Peter once again, hands clasped behind his back in a professional manner. “Now that we had a moment to think, I want you to answer my question very carefully: where is Nick Fury hiding Agent Web?”

Peter was quiet for a moment, his eyes were still closed and he pushed his pain aside. When he opened them again, he looked up at Crossbones, who stood square but arrogantly. As if he already won.

The thought left Peter’s throat tasting of bile and something hot and angry exploded in his chest. “If I tell you, do I get a coupon in the Pew-Pew-Gun department? I’ve been looking to get me one of
those." He snapped back with as much fire and sarcasm as he could muster.

Crossbones response was immediate.

SMACK!

Peter’s eyes watered intensely and his mouth tasted of blood. His face stung where Crossbones had struck him, it’d probable leave a good colored bruise too. Crossbones back-handed Peter again, and then a few more times to get his message across, and by that time his knuckles were flecked with red dots.

Fisting Peter’s hair violently, Crossbones forced the boy’s face closer to his and snarled, “I will not tolerate any jokes or quips today, Spider-punk!” Peter help but fleetingly think of Scarlet, “Now I’m going to ask you one more time, WHERE. IS. NICK. FURY.”

Resentment and acrimony lit scrunched up Peters face and his eyes blazed with loathing. Peter took a moment to look over the white skeleton mask glaring down at him, before he spit blood in Crossbones face. The Hydra Boss cursed and punched Peter in the face, then in the stomach, ribs, and gut – repeatedly.

When he stopped, Peter was even more of a bloody and bruised mess than he started out as – which was really saying something. The boys head lolled to the side, he was barely hanging onto the slipperiest whims of his consciousness.

Taking a few deep breaths, Crossbones accepted the clean towel offered by one of the guards in the room, and white the blood from his mask and a little from his hands. He watched Peter quietly, almost observantly, before chuckling harshly to himself and shook his head.

“Clean this mess up,” Crossbones ordered, waving a hand to the blood stains on the floor.

“Yes sir,” the guard accepted. “And the boy Sir?”

Crossbones glanced at Peter once more before deciding, “Wheel him to Dr. Morbius lab and have him cleaned up and bandaged. Put him in the White Room, and don’t let him out till I give direct orders.”

“Yes sir.” The guard repeated, this time with a salute and got to work prepping the table for movement. Crossbones moved to leave the room, tossing the bloody towel onto the weapons tray as he went, but stopped as something caught his eye. He walked back and picked the spider symbol that he had cut from Peters costume.

He pinched the cloth between his fingers, before rolling the smooth, but blood-stained, material in his hands. He recalled what the Spider had said to himself, probable not realizing he had spoken aloud: My friends will find me. The thought made him chuckle. Let them just try.

Peter could barely make out Crossbones form through his blurry vision. But he noticed as the Hydra leader called another guard over, Crossbones held up a small, black blob that only got fuzzier when Peter tried to focus his swimming vision on it.

“I want this sent to that S.H.I.E.L.D school of his,” Peter heard Crossbones tell the guard, though it sounded watery and far away. “He says they’ll find him, but I want to see them try. Make sure they can’t trace it back to Hydra, might as well make it a challenge for them.”

The guard saluted and took the object from Crossbones hands and left. “Let’s see your friends save you now Spider-Man.” Crossbones laughed.
And that was the only thing Peter heard before the pain as too much and he gratefully welcomed the merciful embrace of unconsciousness.

Chapter End Notes

Wow, so things got kind of intense. Poor Petey is in pain! Bad Crossbones!

I hope this helps my lack-of-updates a little, and please continue to be the blessedly patient beings you all are. Feedback is welcome!

Hopefully I’ll have another chapter ready soon! (winter break is almost here after all! :P)

Excelsior!!!
Chapter Summary

He took the package from Amadeus and tore the rest of the brown paper off, before ripping lid off.

Nova stared down in the box in utter silence for a moment; his hands clutched the sides of the box in a pale grip until they started shaking. “Son of a bitch!” he suddenly swore and furiously slammed the box down on the table.

Chapter Notes

See the end of the chapter for notes

At S.H.I.E.L.D Academy, several days after Spider-Man disappeared…

The attitude of S.H.I.E.L.D Academy had turned from determined and worried, to distraught and weary.

The search to find Spider-Man was dead and useless. No one knew where he went or even what happened to him. It was like Spider-Man had just disappeared; simply vanished within the blink of an eye. The teens had scoured the city in groups, they didn’t leave any road unturned or alleyway unlooked.

But in the end, it was all for not.

Each group, one by one, returned to the Academy empty-handed and with a heavier heart. The Avengers had kept to their promise and gave a brief debriefing after each A.I.M base they infiltrated, though each talk finished the same: No Spider-Man.

Amadeus had gone as far to hacking into the New York security base and searching for any look – as brief or scarce as it might be - of Peter Parker. But, so far, not even A glimpse of Peter from ANY New York source.

Not only that, but Aunt May had also noticed her lack-of-a-nephew and was bombarding Miles, Flash, Amadeus and Ben with questions every chance she got. Heck, she’s even been blowing up Ava, Sam’s, Luke’s, and Danny’s phones looking for answers there too.

The teens felt guilty for denying her calls, or giving her small excuses that seemed irrelevant – but they couldn’t bring themselves to tell her that Peter gone unexplainable missing all of the sudden. They wanted to at least tell her together, sitting down in her living room where they could offer her support – Aunt May deserved that much.

The Ultimates, after returning from their own search through the city, was back in Nick Fury’s office coming up with a plan. They all huddled around the desk, looking over a holographic map of New York. But no amount of staring at the device was helping them – no matter how hard Nova tried.

“Maybe we can –“Powerman started with excitement, before his face fell, “No, never mind. That won’t work...”
It was quiet, until.

“Or perhaps-“ Iron Fist said, before his shoulders slumped. “No, we tried that already.”

Tiger slammed her fist into the table in frustration, “Ugh, this is getting us nowhere. We already looked over these parts of New York,” she gestured to a part of the map. “And the others looked over the rest. Spidey just is there…”

“well…we can always try looking underground.” Nova suggested. “I mean, a bunch of baddies like to hide out in the sewers right? Why didn’t we think to do this sooner?”

“Because,” Tiger muttered, rubbing her head. “the sewers are, yes the ideal place to look. But their also very complex, there are turns and bends and dead-ends; we at least need a map of the place so we don’t get lost. Besides, we’re gotta divide up the teams so we can cover more ground, AND we still need to tell Aunt May what happened.”

Nova huffed and lay his head on his arms, “If it’s so complex than how does Spidey manage to navigate them.” He muttered.

Tiger shrugged, “Spidey had been doing the superhero biz a year before us, and he did mention going through them during that time. I guess he just had – I don’t know, practice I guess.”

Iron Fist shifted in his stance, “I know it might be far-fetched, but…Scarlet Spider, he seems to know the sewers pretty well…”

The others grimaced. “He was a spy for Ock,” Nova bitterly reminded. “He could’ve just been lying about that!”

Iron Fist shrugged, “Maybe…but Spider-Man did tell me how well Scarlet navigated the sewers when they first met. So, perhaps he wasn’t entirely lying.”

“Well…maybe…” Powerman agreed. “But he could have just practiced that with Ock. I don’t know if I entirely trust him, just yet.”

“Same.” Nova said. “Spidey might trust him, but I’m gonna need more proof.”

Tiger sighed and crossed her arms, “I have my doubts too. But…Iron Fist still might have a point…” at that moment the doors to the office opened and Squirrel Girl came running inside.

“Uh, guys,” she called, her tail looked frizzled – that couldn’t be good. “Um, something just arrived to the Academy. It’s addressed to all of us, I didn’t know if you guys wanted to see it or…”

White Tiger turned back to the boys, “Okay, we’ll talk about this later.” She said. “Come on,” they all ran with Squirrel Girl to the dorm rooms where the rest of the teens had gathered. Amadeus was holding a mall box in his hands; it was wrapped in brown paper with a white card stuck to the top right corner with the S.H.I.E.L.D Academy address and the names of all the students.

“It doesn’t say who it’s from.” Cho told them. “I already scanned it for any bombs or means of harm, but nothing dangerous seems to be coming off it. My artificial spider-sense isn’t going off anyway. What about you guys?” he asked, addressing the web warriors. Kid Arachnid, Agent Venom, and Scarlet Spider all paused for a moment, before relaxing.

“I got nothing.” Agent Venom announced.

“Me too.” Kid Arachnid agreed.
“Nothing.” Scarlet assured.

Amadeus weighed the package in his hands for a moment, nervously glancing at the paper. “Well…” he started. “Uh…who wants to open it?” everyone else was quiet. Amadeus sighed, but curled his fingers around the edge of the paper muttering a, “Fine, I’ll just do it.”

Tiger could smell it before the package was even fully unwrapped; she gagged as the first layer of paper came off and clasped her hands over her nose to block out the overwhelming stench of blood. It was obvious Zabu could smell it too, for the cat snarled and bared his fangs at the putrid box.

Kazar glanced curiously at his brother and knelt by the cats side, “what is it?” he asked. Zabu growled at the box again, before inching forward and hesitantly touching his nose the package, the cat then whimpered. Kazar watched is brother with wide eyes. “He’s familiar with whatever’s in the box,” he told the teens watching. “I think…maybe…Spider-Man…” Nova seemed to get whatever the jungle teen was trying to say.

He took the package from Amadeus and tore the rest of the brown paper off, before ripping lid off.

Nova stared down in the box in utter silence for a moment; his hands clutched the sides of the box in a pale grip until they started shaking. “Son of a bitch!” he suddenly swore and furiously slammed the box down on the table. Immediately, Powerman and Iron Fist lurched forward themselves to peer inside the package. Inside was a piece of black spandex, it was stained darker than usual and left bright red strains on the floor of the box.

But that wasn’t what sent their pulse racing and horrified anger exploding in their chest.

The spandex was in the shape of a familiar spider symbol; it look to have been cut out roughly, the edges were frayed and pieces of red fibers still hung from it. But there was no denying it shapes or texture – this was from Spider-Man, this was his symbol.

The teens all gaped at it for a moment, Dagger put a hand on her stomach, “Oh, I think I’m going to be sick.” She gagged.

“Me too,” Kid Arachnid groaned, covering his mouth in disgust.

Tiger was staring at the box in silent horror, her hands were clutched the post of the bed she was by. “Amadeus, scan it; make sure…see if its really…”

Amadeus nodded weakly and reclaimed the box, “Okay,” he whispered, and scanned the box with his armor. He took a sample of the blood and ran it through hid systems.

The teens held their breath.

Amadeus let out a shaky breath as he dropped the box at their feet. “It’s his.” He breathed.

A sharp intake of breath went through the group. Tiger shut her eyes and grimaced, the scent of blood seemed to grow stronger. She opened her eyes again to look over the group.

Powerman had his fists clenched white by his sides and he was staring down at the box in anger. Iron Fist was next to him, but his usual calm was gone and replaced with some fiery and burning hot; his hands were blowing bright with power. Nova Vas pacing the floor crazily and still swearing loudly, he cursed the walls and ceiling with the passion of a hardened-sailor.

Squirrel Girl has holding Monkey Joe in her hands, but her tail was extremely frizzled and she was glaring in hatred at the box – Monkey Joe seemed to pick up on her attitude change and was
squeaking ferociously. Kazar and Zabu were side besides; both had fire in their eyes and a growl bubbling in their throats. Cloak stood as still as a statue, a long, sharp light dagger grew in her closed palm and she clenched it hard. Cloak was beside her and staring down in anger; his cloak billowed around him crazily as his eyes shone bright in his hood. Triton looked like he had been sucker-punched in the gut, but his jaw was clenched tight and his muscles were taut and coiled.

Kid Arachnid’s wrist was sparking with his venom blasts. Agent Venom was shaking with anger, his symbiote thrummed with his anger and rippled like an inky pool across his body. Amadeus was pacing and muttering profanities under his breath, much like Nova – only quieter. And Scarlet had gone rigid, but was devoid of any emotion.

Some burning and angry erupted in Tiger too. Her tiger amulet seemed to shine brighter as she felt a sudden wild and ferocious sensation rock her body. She didn’t stop the snarl ripping from her throat.

Whoever did this…oh, they were going to get it. Tiger was gonna rip their throat out, and then use their body as a practice dummy for training. She felt her tiger side take temporary control of her mind and her claws shot from her fingertips. But, Ava took a few deep breaths and cleared her head.

Going ballistic and going on a rage would help no one – least of all Spid-Spider-Man.

Slowly her claws slunk back to their original positions.

“Amadeus,” she said slowly, “See if you can track whoever sent this. This bastard…he’s going down.” Amadeus looked at her with a steely and determined face. He picked up the box, “I’m on it.” He said.

Tiger turned and faced the rest of her comrades, “whoever did this,” she told them, her eyes narrowing and her lips pulling into a snarl. “They are going to pay!”

Chapter End Notes

ANGRY TEENGERS! RUN!

HAPPY 2017!!!!!!! May you have a wonderful new year!!!! Here’s another update for celebration! Let us all cheer for surviving another year in this crazy world!
A scream of frustration started to crawl up Peter’s throat, but he clenched his jaw at the last second and cut off its escape. Eyes brimming with teats, he collapsed on his back again with a huff, and forced himself to take long, deep, full breaths of stale air. His body was ablaze with the agony of his wounds, which – despite the bandages Peter felt beneath his uniform – no doubt had reopened.

That was the only thing that Peter could see when he first cracked his eyes open. He had to immediately shut them again though, well, clench them shut actually; the abrupt change of lighting was a lot more painful than he thought it’d be, especially after spending so much time in a dark lab and/or torture room.

Peter’s eyes fluttered open again and he winced as his head started aching; blinking his eyes rapidly he waited until they had adjusted to the harsh brightness, before he tried to sit up. Attempting to push up with his arms, Peter, instead, found himself slumping back down, not only from the sudden cry of his injuries, but because he just couldn’t get up. Eyes scrunched in confusion, he tried again. It took Peter an embarrassingly long time before he realized that he simply couldn’t move his arm because they were wrapped around his stomach and torso. His legs were free though – thank goodness.

Rolling himself to the side, Peter tried to get to his knees. But, as soon as he moved even an inch, his body was alight with even more pain than before. Gasping, Peter sagged back on the floor, groaning sharply as his muscles and limbs screamed bloody-murder to his brain. The memory of his time with Crossbones etched itself into his thoughts and seemed to make his injuries cry even louder.

Ugh, that wasn’t fun. In fact, that was the exact opposite of fun; it was...it was unfun. Peter would have preferred a one-on-one round with the Sinister Six, by himself and with one arm webbed behind his back, than to go through that again.

Crossbones really needed a lesson on how to properly treat his guests.

Peter decided to let his body settle before he tried to move again. As he lay on his back, staring up at a pure white ceiling, he managed to move his head down enough to realize that he couldn’t move his arms because he was in a straitjacket; a white straitjacket.

Hmm...weren’t straitjackets for, like, crazy people. Arguably, a lot of people thought Peter to be a crazy, but still...

Gazing around the room, Peter noticed that the entire room was, in fact, white. The hard and very uncomfortable cot he was laying on was white, same with the walls and floor; there were also no windows – how disappointing...The 6 lights in the ceiling were straight and perfectly perpendicular, and positioned at an odd angle too. From where he laid he also noticed that there didn’t appear to be
a door either. Scowling, Peter looked down, past his newly-obtained straitjacket all the way to his clothes. He no longer wore his tattered suit, but now a long (white!) uniform that reached down and disappeared into a pair of small, colorless and dull boots with – what felt like – rubbery, padded soles.

Peter couldn’t touch his face, but he guessed, by how cold it his nose felt, that it was still bare too. They could at least been kind enough to supply him with another mask, Peter hated feeling so vulnerable – especially knowing he was in the hands and mercy of his enemies.

At that thought, a dose of panic suddenly flailed in Peter chest and he started to slowly hyperventilating; the abrupt urge to get up and move, find a way out, hit him like a truck and made his heart hop like a jackrabbit. He tried sitting up once again, but pain and ailment pushed him back down with persistent strength. Feeling trepidation clamp on his throat, turning his breathing raspier, Peter jerked his arms, trying to free them from the hug that was a straitjacket and squirmed crazily trying to find some leverage.

But they didn’t budge, not even in the slightest, and his trepidation then bordered on hysteria. Peter inhaled sharply and flailed around, he pulled and tore with his arms, pulling as much power from his muscles as he could muster, but none of his spider-strength – or any of his enhancements really – assisted him in the matter. He was just too weak to rip the jacket off and too tightly bound to pull his arms over his head.

A scream of frustration started to crawl up Peter’s throat, but he clenched his jaw at the last second and cut off its escape. Eyes brimming with teats, he collapsed on his back again with a huff, and forced himself to take long, deep, full breaths of stale air. His body was ablaze with the agony of his wounds, which – despite the bandages Peter felt beneath his uniform – no doubt had reopened.

Peter closed his eyes again and waited patiently for his heart to calm. As soon as it wasn’t bordering on heart-attack, he then forced equanimity into his thoughts. He needed to stay clear-headed and lucid, panicking would do absolutely no good in his situation. Once Peter thought he was calm enough – or as calm as he could get – he allowed himself a mental congratulation.

Iron Fist would be so proud.

That sudden thought, though, send a twinge of despair burrowing deep his heart. Peter had no idea how long he’s been with Hydra, or even back with Doc Ock, but no doubts it’s been a while. How were his friends doing? Did they know where he was? Were they still looking? Oh gosh – is Aunt May okay? Oh, She must be worried sick!

Peter grimaced, he was feeling a little sick himself to be honest. When was the last time he ate anything? Images of food raced across his mind and his stomach grumbled sourly. Aunt May’s cookies were sounding heavenly and Peter’s mouth was watering just thinking about them. That really did help his stomach though. So, prevent him from anymore hunger pain, Peter forced all his starved thoughts and pent-up questions back and focused on absolutely nothing.

His body was still buzzing with lingering pain and he couldn’t help but think that if he was fed, his healing factor would probable work faster. But then again, as soon as he was healed Crossbones might want to “talk” with him again. Peter didn’t want that.

Gosh, he didn’t want that at all!

But still…pain was something Peter wasn’t exactly fond of, even though they’ve gotten pretty close over the years. Ugh, pain, hunger, worry – so many depressing emotions that it made Peter feel nauseous. He had to think of something positive, something good.
Playing video games with Sam; carbo-loading with Luke; watching Science documentaries with Amadeus; viewing animal hunts in moors and jungles on YouTube with Ava; Flash trying to teach him football words; Cloak and Dagger playing pranks with him on the other students; cooking in the kitchen with Aunt May and Ben; coming up with new moves for web-slinging with Miles, slipping food to Squirrel Girl’s squirrels under the tables during lunch (and then smuggling them into class with her afterward – despite his better judgement); watching movies with Danny; giving Zabu a bath with Kazar; swimming with Triton and comparing cultures; doing science experiments with Dr. Connors.

Despite the tears that brimmed in Peter’s eyes, a wide smile was still on his face. He really did have some great back at S.H.I.E.L.D Academy; wolverine was right, back when they switched bodies, Peter did have it pretty good. And right now, Peter would give about anything to be back with all of them.

The longing to sleep in his own bed, or even his bunk at the Academy, was so overwhelming, Peter almost sobbed.

“They’ll come for me though,” he assuringly whispered to himself. “They won’t abandon me. They’ll…they’ll be here soon…”

Peter ignored the pain and moved closer to the wall so he was pressed tightly against it. His legs whined, but he brought them up and hugged them to his chest; forming a ball with his body. With a tired sigh, and a pained cough, Peter closed his eyes again and tried to go to sleep.

Just about anything was as positive as this dull, colorless room.

Chapter End Notes

:c Oh no…should I feel bad? Yes…well I do…I’m sorry Peter, if only this story was still in my control (whispers: it decided to write itself).

Well…here you go. I plan on updating AI:AWM pretty soon. Until then I guess…
Combination of All? Or Lack There-Of?

Chapter Summary

May Parker didn’t know where her nephew was, the boy she raised since childhood. And when she turned to the kids he hung out with, the kids that felt like a family to her, they turned their backs and deserted her when she needed them most.

Chapter Notes

Hey guys!

See the end of the chapter for more notes

It was mayhem back at the Academy.

Ever since the arrival of the anonymous box, containing the blood-stained and cut-out symbol of Spider-Man’s costume, the inhabitants of S.H.I.E.L.D had burst to life with refound anger and determination.

The students didn’t know what it meant; this unexpected delivery. But whether the box was meant as a threat or a sick joke - they were now out for blood.

News of the package was immediately told to the Avengers. Who, in turn, realized that this situation was indeed a serious one; and in response, half of the famous team came to the Academy to discuss strategy and theory, while the other half scouted New York and Manhattan.

Iron Fist tried to contact Dr. Strange; having the most powerful magician on the case would be extremely helpful. But, unfortunately, the Sorcerer Supreme was gone from his mansion and off fighting Dormammu or some other magical, interdimensional demon. The Fantastic Four were off in some space mission too, so they were no help.

Although the students DID hear a rumor that Wolverine might be joining the rescue mission.

What they were recusing Spider-Man from was still undetermined, but they knew he needed to be found nonetheless.

It was just the sheer amount of people getting involved and helping that stunned them. It was amazing to think Spidey knew this many superheroes, and STILL managed to get himself kidnapped.

It was almost laughable!

But there was very little laughter in the Academy for now. The teens were too focused on finding their leader to crack jokes or poke fun.
There just always seemed to be one more job that needed done, or one more task to finish; everything needed to run smoothly if they were going to find Spider-Man. But, there seemed to be just one thing (or person) missing from their rescue squad: Nick Fury.

Despite keeping the news from the media (though the persisting reporters could definitely tell something was going on), there was still no doubt that Nick Fury would’ve heard about what happened by now.

Sure the Director was MIA because he had to keep Madam Web safe, but he had his eyes and ears everywhere, and there was no way he’d let Spider-Man just rot in the hands of some enemy. No, Fury would here, up front and directing them all; working on finding the arachnid. Just like before.

So, where was he?

No one had any idea where he was at. Everyone kind of just expected him to appear in the Academy and take charge, to be the fearless Director of S.H.I.E.L.D again. But, several days later still, nothing happened. Absolutely nothing.

Nick Fury seemed to be as untraceable as Spider-Man.

Despite the growing frustration with Fury’s lack-of-appearance, the Ultimate New Warriors didn’t let it drag them and their goals down. The question of S.H.I.E.L.D phantom-like Director could be addressed later; as far as the teens could tell, Nick Fury was fine, safe, and in hiding. Spider-Man on the other hand, judging by the “surprise package”, was in danger and pain. The situations were different; Spider-Man’s condition could not be overlooked. And with every passing day they got more anxious.

It has been a week and a half since Spider-Man’s disappearance.

Today would be the day they finally told Aunt May what happened.

The kids felt terrible for keeping her in the dark for so long, she deserved to know more than anyone. But it was just so hard to find the right words to say. Nova would practice what he would say in the mirror, Scarlet Spider (who insisted on being there for Aunt May) tripped over the words in his head, even Iron Fist was unsure of what to tell her; the words just wouldn’t come freely. It was harder than it looked, coming up with a speech to break bad news to people—especially if it was a person you loved like your own flesh and blood.

But, it also had to be done. Aunt May couldn’t go on not knowing that her only family had been nabbed off the street (as a superhero no less) and was now in potential danger. No, no it couldn’t go on like that.

So, here they were, all of the Academy students packed inside the Spider Jet and on their way to Queens. The conditions were stuffy and hot, people were either cramming it together or lapping it, but no one complained.

Amadeus was still working on a few quirks too, so while he had the jet cloaked (as to not raise suspicion) they couldn’t have the AC on; so not only were they 17 kids and 1 adult (including Harry Osborn and Mary Jane Watson, the adult being Flint Marko) stuffed inside a small, closed compartment; they were 17 sweaty kids and 1 adult stuffed inside a small, closed compartment.

The smell was almost as bad as the cramped space.

Thankfully, the trip wasn’t much longer and no sooner did the neighborhoods of Queens pop up outside the window, did Amadeus announce that they were arriving to Aunt May’s house. The
Spider Jet would remain invisible to the human eye and hovering in the air, while Cloak teleported them all inside.

They settled over a innocent and quaint looking house silently; it was a cloudy day, so there would be no strange shadow cast on the ground.

The house was painted a light-blue color, flower pots dotted the porch and a worn welcome-mat stood guard in front of the door.

While all the students knew what Spider-Man looked like under the mask (it was kind of inevitable, seeing how they all lived with each other), and they all met Aunt May (and fell in love with her), some of them hadn’t actually seen his house yet. It was nice and welcoming, but ordinary looking and under the radar - no one would guess that a superhero lived here.

Amadeus turned from the control board to look at Cloak, “Whenever you’re ready.” he said.

Cloak nodded, “I might not be able to get you all, so if I miss you then just stay put till I get back.” with that the boy opened his cloak and engulfed half of the occupants of the jet. Immediately the temperature dropped a few degrees.

Squirrel Girl, one of the ones left behind, exhaled slowly. “That’s better.” she sighed. Amadeus hummed in agreement.

But no sooner did he say that, Cloak reappeared and swept them all away within the black folds of his cloak. It was dark for a few seconds before their surroundings brightened once more; only now they all stood in the living room of Aunt May’s house.

The woman herself, who had been walking through the room, stood in shock as she stared at her unexpected guests, unintentionally dropping the basket of laundry she had been carrying, out onto the floor. Her eyes flitted over the multitude of people as if searching for answers in their eyes.

“Um...hi, Aunt May.” Nova hesitantly waved.

May snapped her mouth shut and glowered at the kids, as if suddenly remembering that she was angry with them. She pointed at them all, then pointed to the couch, “Sit.”

They obeyed.

Forgetting about the pile of towels and rags on the floor, May stepped over them and stood in front of the students with her hands planted firmly on her hips. As she looked them all over again she immediately noticed that Peter was not in the multitude.

May wanted answers. Now.

She had been calling the Ultimates and Web Warriors tirelessly throughout the last week and a half (almost a full fortnight!), they either didn’t answer, or gave her a bad excuse. Now, May wasn’t a violent person, especially when it came to kids, but she refused to let any one of these kids leave until she got the information she wanted.

They’ve all been pretty persistent with leaving her in the dark, so all May needed to do was single out the one she could break the easiest.

Her eyes landed on Nova; Sam Alexander.

He would do.
“Sam.” May snapped, the boy immediately stilled and stood up straight, as perfect as a seasoned soldier. May approached him, a hard look in her eyes, and Sam knew he was her target.


The teen opened his mouth to say something. His eyes were wide with unease but flickered with uncertainty. His mouth remained open for a few seconds, before it snapped back shut. The words just wouldn’t come.

May repeated her question more firmly. “Sam, where. Is. Peter!”

Sam snapped out of his unvocal trance and swallowed thickly. “Um, Peter - he’s...he’s uh...okay, so, the thing is...um...P-Peter, he...he kind of....” Sam scratched his neck helplessly and looked back at Powerman, White Tiger, and Iron Fist with a look that yelled: Help me!

“Aunt May.” Tiger quickly spoke up, causing May to look her way. Just give it to her straight, Tiger told herself. “Peter has been…” but she found herself trailing off as she met Aunt May’s eyes. The woman’s eyes were dark and hurt, the skin around them were a tad puffy with the barest hints of red. Aunt May had been crying, Tiger was stunned to realize.

May Parker didn’t know where her nephew was, the boy she raised since childhood, and when she turned to the kids he hung out with, the kids that felt like a family to her, they turned their backs and deserted her when she needed them most.

The students had thought they had been alone in this in beginning, but it was Aunt May who had truly been alone. She had been the one who waited up late every night waiting for Peter to walk through the door; she had been the one to fix a dinner for two, only to end up eating it by herself and setting the rest in the microwave for the boy who wouldn’t come home; she had been the one to call and call and call, worriedly searching for answers, only to be left alone in her ignorance of what was going on; she had been the one to cry in her room because she was so desperately worried, and she couldn’t even go the police to report Peter’s disappearance, because her nephew was Spider-Man and how was she supposed to explain that?

Whatever the teens had felt about this, it was nothing compared to what Aunt May was feeling; and she didn’t even know about the piece of bloodied spandex that was sent to them.

Horrible guilt settled on Tiger and she couldn’t bring herself to look up into the woman’s eyes. They had all been so rude and selfish to keep answers from her for so long. This woman who was like a mother to them all. And they hadn’t even bothered with telling her that her last flesh and blood was taken.

White Tiger, Ava Ayala, suddenly felt like the scum of the Earth.

“Ava.” Aunt May said, her voice suddenly softened to the point that it hurt. “Please, tell me what’s going on.” Ava rubbed the palms of her hands guilty. “It’s Peter isn’t it.” Aunt May continued. “He’s hurt isn’t he.”

Ava could only nod.

A sharp inhale of breath said that the news was still painful. “Where is he?” May demanded. “How hurt is he? Can Dr. Conner’s help? Can I see him?”

Ava shook her head, each question felt like a rusty nail being shoved into her heart.
“Ava, please, tell me what happened.”

The latina took a wavering breath, she hadn’t noticed the tears in her eyes until she felt the cold lump in her throat. Every word she had come up with her head failed her at that moment; every 26 letters of the alphabet piled up on her tongue, but refused to make the jump out.

Silently, Ava reached up and slid her mask off and looked up at May with glossy eyes, showing her thoughts with her emotions.

In that moment, May realized the situation was worse than she imagined. Swallowing thickly, Ava walked forward and engulfed Aunt May into a hug, trying to push as much solace and comfort into it as she possibly could.

The others followed silently in her actions. They all stood in one big circle, arms wrapped around one another, with Aunt May as their center.

It was silent for several minutes.

Then, “Please, I need to know what happened.” May whispered.

“Okay,” Sam said by Ava. “We’ll tell you.”

They all untangled. Scarlet Spider - Ben - led Aunt May back to the couch and sat next to her; he held her hand like a little kid; but May didn’t seem to mind, and squeezed it as if it were her lifeline. The rest of the students sat around the room.

Amadeus took a minute to gather his thoughts, before the prodigy started with the explanation.

“Okay, so it happened last week, at Coney Island…”

White.

White, white, white, white, white, white.

What was so special about the color white?

Peter would’ve done anything for a can of paint and a paintbrush.

It was too white in here; everything was the same colorless color!! The walls, the ceiling, the cot, his straitjacket, the blanket, the lights - even the lady that came in to feed him (because he wasn’t allowed to use his arms) was dressed in a white body suit, her hair was white (naturally or artificially, Peter wasn’t sure at this point), her skin was pale, and her eyes were the lightest shade of grey so it looked like white (those were probably contacts though). Heck, the food Peter ate was white rice and milk!

Of course, the first few times the lady came to feed him, Peter was meticulously stubborn and refused the food. After the next few times though, when Peter was feeling weak with fatigue, he managed to shove his pride in a box in the corner and ate the food given.

The rice could’ve been poisoned and the milk could’ve been drugged, but Peter couldn’t bring himself to care. He was an enhanced teenager who needed a lot more food than the common kid (even adult), besides his body was still healing - all because he lacked enough nutrition to stabilize his metabolism and strengthen his healing factor. He couldn’t afford to turn his nose up and ignore
the food anymore. He ate greedily when offered and shamed himself for it afterward.

Yes, he was weak when it came to his stomach. This was a fact he had accepted about himself.

The year before Peter joined S.H.I.E.L.D, when he was on his own, he became startlingly aware of his increased metabolism, and found that he couldn’t eat up to his full potential; all because A) He nor Aunt May had the kind of money to spend on that much food and B) what would Aunt May think when her 15 year old nephew suddenly had an appetite like the Hulk? So those had been hard times, but he eventually learned to deal with not being fully fed; he managed good enough for his rumbling stomach to stay tame anyway.

Then, when S.H.I.E.L.D came, Nick Fury supplied enough food to keep up with Peter’s metabolism (he had to feed four other superpowered teens already!). It was so nice to be up in full strength; to go on in the day without having to ignoring an ever-grumbling stomach.

Of course Peter couldn’t eat at home like he could on the tricarrier, so some nights he would eat under what he needed - but that was easily handled.

But now that Aunt May knows Peter is Spider-Man, not to mention having dozens of super-powered kids visiting the house recently, she’s gotten used to cooking enough food to feed a small army. Thus, Peter had forgotten what it was like to go hungry with fatigue.

Now though, memories resurfaced. Old memories of a grumbling stomach and weak limbs, and he was once again reminded of how good he had it back at the Academy; at home. He promised himself that as soon as he escaped, he would never take food for granted again. Heck, he was going to gather his teammates and they’d go on a food rally for the homeless!

No, he was going to go a step father and solve child hunger! No kids shall ever feel the pain of hunger again!

What was he talking about?

Oh yeah...white.

Ugh, he hated that color now.

Hmm...was white a color? Or a lack of color?

Well, in terms of science, all lights frequencies combined created white. But, in terms of art and painting, all colors combined created black; since black is all colors, would white be the lack of colors? Huh...funny how that worked.

Peter couldn’t tell if this room was supposed to be a colored combination of all of his unforeseen doom, or his lack of affection and hugs. Hugs were always nice; the world needed more of those. In truth though, Peter’s straitjacket left him in a permanent position of a self-hug - it wasn’t as nice as a two-person hug though.

Peter was tempted to offer hugs in exchange for a bit of social contact. He just wanted to talk to someone. Heck, even having another person in the room, just sitting in the corner with crazy their eyes and muttering randomly under their breath, seemed like utter bliss. The only thing Peter had to look forward to now (how many days have passed anyway?) would be when the his designated “feeder” came to give him his (small) portion of rice and milk.

She never talked though, and her moves seemed smooth and almost robotic. But, she was still a living, breathing human being, and Peter - being the social-craving person he was - liked to know
that he wasn’t alone. She gave him the solace he needed.

It was hard when isolation seemed like the only formidable company. Peter already ate his portion of food and was left deserted again. Currently, he was curled up on his cot, lying on top of his itchy blanket and staring blankly at the wall.

Boredom was like a nagging tic in his head, or a annoying poke in his eye. The silence was horrible too. If he continued on like this, Peter was going to end up talking aloud to himself (not that he didn’t already do that), and he refused to become another Deadpool. He already had enough crazy in his head, thank you very much!

Groaning in annoyance, Peter shifted his position a little. His arm had gone dead from being pinned under his body for so long, that as soon as blood started pumping through it again, pins and needles prickled his arm in a wave of sticky discomfort. Erg, that sensation was the worst!

His leg was starting to get them too.

Groaning again, Peter rolled off the cot and onto his feet to wake up his deadening limbs. His feet padded silently against the floor as he moved, absolutely no sound came from them. He walked along the perimeter of his cell, his head remained hung down as he watched his feet. Peter’s eyes narrowed at them, suddenly angry that no sound accompanied his steps. His expression cut down into an icy glare as he stomped his foot; still no sound. His eye twitched vexingly as he ran, stomped, and hopped - and still absolutely nothing, other than an ache spreading over the rest of his limbs.

The silence was like a bunch of cotton balls being stuffed through his ears and into his brain, leaving him feeling fuzzy and slightly disoriented. The only comfort he got, was when he growled in frustration; the sound, while realistically was small, sounded like a yell in his ears.

But it was enough.

Calming down, and feeling kind of foolish for throwing a tantrum, Peter returned to his cot and sat down. He resembled a little kid, hugging himself, armed with nothing but determination to fight off persistent loneliness. Heh, he wasn’t even properly armed.

His eyes roamed over the cell for the thousandth time since he woke up. Peter knew there were cameras hidden in the room somewhere; Crossbones wouldn’t leave him in here without some way of keeping any eye on him. There had to be a door or panel to exit with too. Peter’s never actually seen a door; sometime tiny slits in the walls, always in a different place, opened and filled the room with a (white!) gas, and Peter would be unconscious within the next second. As soon as he came too again, the women was there with the food. And as soon as he was finished - always drinking the milk last - he would fall unconscious once more (so, yes, the milk was drugged) and then she would be gone as soon as his eyes reopened.

Not only that, but he could tell when he’s left the room - only unconscious though. Sometimes Peter would wake up feeling freshly tightened bandages on under his uniform, and sometimes he would feel the dizziness and nausea of blood-loss (a feeling he was becoming startlingly familiar with), and he never needed to use the bathroom (so he they did something about that when he was out of it too - which was...creepy and weird to think about, so Peter tried not to think about it). But he was being taken out of the room, just never when he was awake. Which sucked.

But that also meant that there was a way out, and Peter was determined to find it.
Of course, he’s already scanned every inch of the room and hadn’t found one slit in the walls or means of a door - but it was there! It had to be.

Peter sighed, feeling a sense of mental strain wriggle its way into his head. He gently leaned back against the wall, allowing his head to loll lazily to the side as he watched the floor. His foot jumped with nervous energy, despite the fatigue in his limbs, due to years of constantly moving around. This sudden bodily restrained was beginning to take a toll on his mind and body.

Peter was able to remain seated for several minutes (though it could’ve been half an hour, or only 30 seconds), but eventually he ended up squirming in his seat. His butt was beginning to ache from the unpleasant surface of his cot, and his already tired leg was becoming dull with the fervent tapping of his feet.

Silently, Peter slid diagonally against the wall till he ended up lying on his back and looking up at the ceiling. He counted the lights above, and then estimated how many inches likely made up the area of the ceiling, before switching to solving science equations he remembered from his 10th grade Chemistry class (adding in some from Biology and General science when he got more bored)

Halfway through a formula involving gravity, Peter suddenly jolted up as an idea plotted itself in his brain.

Kicking the blanket he managed to curl around his feet away, he shuffled off the cot and planted his feet on the wall next to his bed. Then, with nothing but the power of his legs, he jumped up on the wall and walked up on the ceiling. The exertion rattled his bones and shook his muscles, but Peter immediately felt better as soon as he was sitting upside down in the center of the ceiling.

Exhaling slowly, feeling the stress leave his muscles, he relaxed; his face smoothed and he closed his eyes in the peace as he felt gravity grab every atom and try to pull him back down to Earth. Peter smiled faintly, Nice try gravity, but I rule the laws of Physics now.

Being upside was always calming to him; something about the blood rushing to his head was soothing - before it evened out and circulated through his body normally. Seriously - he could stay up there all day if he wanted. Peter faintly wondered if this was how Iron Fist felt when he meditated.

It was kind of nice.

Ease slowly encased Peter’s body like a warm blanket, and he settled into rhythmic breathing.

5 second inhales. 8 second exhale. 5 seconds. 8 seconds. In. Out. Inhale. Exhale.

Gradually, Peter’s mind cleared; abandoned of all thoughts and left as empty as his cell. He forgot about his injuries, and his hunger, and the emotional baggage, and the fear - he felt himself become an empty teenage boy shell.

And, as he let go of those trouble, he remembered Iron Fist suggesting focusing on the senses. First, touch - Peter could feel the tight bandages covering his torso, arms, and hands; the taut, hard straitjacket that felt plasticy when his cheek touched it; the hard surface of the ceiling that felt cool to his warm body; the rubbery pads of his shoes that was actually kind of soft; the slight, almost untraceable touch of air being pushed through hidden vents that glided across his face like lace.

Then taste - he could taste the dull, artificially filtered air; the remnants of rice and milk was still on his tongue; the drug they used on him lingering on his taste-buds; his bad breath due to days without a toothbrush. .
Smell - light, dusty air that made him want to sneeze; the sharp, cool smell of rubbing alcohol and dull aspirin; the hospital-like odor that plagued his cell.

And hearing - the small purr of vents; the rustle of bandages when Peter shifted; the breath that pushed evenly past his lips; and, if he really strained his ears, the near-silent hum of a camera in the corner.

Peter’s eyes snapped open in amazement and he looked to where he heard the sound. It was there in the corner, far in the corner. He crouched on his legs slowly moved closer, as if afraid of scaring the noise away. He squinted as he drew near, searching the unblemished surface fervently.

Right there! He could barely make out a circle in the wall, small. Smaller than the width of his pinkie finger-nail, and flitted over with a film of white. Only the keenest eyesight would’ve been able to pick up on it.

Peter smiled widely. “Well hello there.” he greeted, his voice was raspy and hoarse from long periods of silence. “Looks like I finally found ya.” he scooted closer. He couldn’t see them, but there was someone on the other side of that camera, watching him.

“I know you guys are out there, so don’t try to prove me otherwise. Hear me out, alright. Okay, so, do you guys have any good video games? A book? A puzzle at least? And what’s with the straitjacket?! I’m not crazy you know! And might I suggest a change in color scheme? This much white should only be allowed in the Antarctic, or those tooth-paste commercials - ammi right?” Peter laughed weakly but still humorous. “Anyway, tell Crossbones that he has the worst manners of any host I have ever had the displeasure of experiencing, he is definitely not getting 5 stars on my yelp review. That’ll be all...for now. G’night!”

With a happy grin still on his face, Peter jumped off the ceiling and landed back on his cot, rattling his legs a little as he did. He hadn’t tried to find the camera, all he wanted to do was clear his head. But now that he found the camera, he was feeling a little better. Only a little.

Nonetheless, a sense of pride settled on his heart. They thought they were so clever!

It was enough for him to feel content enough to sleep.

He lay down back on the blanket, eyes cast over the wall. The pride of finding the camera ebbed a little and Peter found himself thinking about his friends again. Something he found himself doing a lot more as minutes stretched on.

“Come on guys,” Peter whispered. “Where are you?” There was no reply, no busting down of the door or hole being blown in the wall - everything was silent. Sighing in disappointment, he closed his eyes and tried to get comfortable, unaware of the intrigued pair of eyes watching him through the camera, smiling darkly with interest.

Chapter End Notes

Hey guys! Sorry about such a long wait. I went through some problems and had gone
temporarily without a laptop to write on, but I’m back in the game! It’s my birthday
tomorrow, Feb 26, and I wanted to update all/most of my stories by then. Watch out for
like, 3 or 2 more updates for my other books!

THanks for the patience! Love you all! :3
Subject Alpha S

Chapter Summary

He tapped the thick glass sides with a clawed finger, and grinned when the swirling mass of black goo inside attacked the place his finger had touched. It stretched and twisted in aggravation, and continued striking the walls of its prison until the man chuckled and took a step back. There were two more similar tubes nearby, but both empty.

Chapter Notes

See the end of the chapter for notes

“And how is our patient doing today?” the man asked, unexpectedly coming up behind the relaxed Hydra agent monitoring the cameras. He stopped behind the agent with his hands clasped behind his back, looking over their shoulder and at the screens with an interested, expectant smile.

The startled agent immediately straightened up in his seat, taking a shaky moment to smooth his uniform and organize the messy desk, before sheepishly leaning forward to observe the designated camera feed, as if that’s what he’ve been doing the whole time. “Um...he appears to be sleeping.” the agent told the man after a moment, adding a disinterested shrug and leaning back in his chair.

“How has he done anything active since his last...endeavor?” the man questioned, unable to help an amused smile from twitching at his lips from thought of it. It had been a pleasant surprise when the subject found the camera; intriguing too. How he found, the man wasn’t sure yet. But he was all to willing to figure it out.

“Well, uh...” the agent swallowed thickly, suddenly scrambling over his memory of the long hours of his shift to recall if the prisoner had moved at all. He licked his lips, before straightening up as he successfully remembered one occasional. “Yes. Yes, he did. He was pacing the room, seemed to kind of muttering to himself too. The white room might be taking a real toll on him.” the agent smiled wryly. “We all have bets going on to see how much longer till he snaps.”

The man merely grunted, obviously disinterested in the agents and guards means of entertainment. “And tell me, was he pacing on the floor?” the man asked, still watching the screens, eyes going over the huddled mass under the thin blanket.

“Uh, no actually. He was on the ceiling.” the agent answered. “Oh, and I think he was muttering something about webs. But that was all the microphones were able to pick up.”

The man nodded comprehensively, rubbing his chin in thought. Ever since Spider-Man, recently renamed Subject Alpha S, was brought from Dr. Octavius underground lab and into Hydra custody, the man was tasked with observing their newest project. And boy was he enjoying it. Their specimen was absolutely fascinating. He’s dealt with samples from Alpha S before, mulled over video footage, seen him in action, even fought him a few times. It was partially Alpha S’s fault that he was the way he was. But despite their confrontation from before, he’s never had the opportunity to really study the arachnid-specimen. Now though, he had him in his own little cage, practically wrapped in a silver-trimmed bow.
There were so many theories he had from just watching the Alpha S, there was no telling what he would find when the experiments started! For now, though, he mulled over the blood and urine samples taken from the subject. Before the fun could really begin, he did want to run a few different kinds of tests. Something a bit more in-depth with the spider side to the specimen.

After a moment of silence, the man bluntly ordered “Tell the guards to give him his web-shooters.” then spun on his heel and walked back toward the door.

The agent gaped and stumbled after the man, while sputtering as he did, “But S-Sir! Crossbones said he didn’t want the-

“Crossbones left me in charge of Alpha S, correct?” the man interrupted seethingly. “And I said to give him his webs! If you defy my orders again, then I’ll have you fill my subjects spot for my experiments. Or I’ll simply do to you what I did to the last goon who questioned me. Do you want to know what I did to him?”

The agent backed up, shaking fervently and muttering meek apologies under his breath.

“Good. Be sure to deliver the web-shooters him after his next feeding.” with that, the man turned away briskly and left the enclosed space. He journeyed back to his lab, going through corridors and passing guards till he entered a sealed room. Inside, it was decorated with lab tables, science equipment, vials upon vials of chemicals, and a certain octopus-themed scientist who was chained to the far wall. 4 chains (thick and titanium enforced metal, that was nothing but 12 feet long) was clasp to each of Ock’s mental “arms., giving Ock enough room to work, but limited space to move too freely.

“Aw, awake I see.” the man grinned cruelly at his fellow scientist. “Then let’s get back to work, shall we?” Octavius glared spitefully, but was unable to answer due to the collar sealed around of his neck. The same one he had invented to use on Spider-Man. The irony was certainly a cruel one.

The man simply laughed at the hate-filled stares and casually approached a long air-sealed glass tube firmly clasped into a table (bolted to the floor) positioned more toward the center of the room. He tapped the thick glass sides with a clawed finger, and grinned when the swirling mass of black goo inside attacked the place his finger had touched. It stretched and twisted in aggravation, and continued striking the walls of its prison until the man chuckled and took a step back. There were two more similar tubes nearby, but both empty. Not for long though, the man thought excitedly to himself.

“Come Octavius, these symbiotes won’t create themselves.” he walked across the room and stopped in front of a thick, metal door. Wary of Octavius watching, the man discreetly entered a code into the number pad by the door. A low hiss followed and the door swung open, allowing a rush of cold air to escape.

The man pulled on a pair of the thick insulated gloves hanging on the wall, before he stepped inside the room. Inside, the air was chilled enough that puffs of condensed air blew from the man’s mouth as he breathed. He stopped at a thick metal containment unit, bolted by the wall, and entered another complex code on the keypad that was wired into it. The lock beeped in confirmation to the password and the man carefully lifted the thick lid. White puffs of fog danced in the air upon escape; he swiped it away with his hand before peering inside at the dozens of cryovials holding a dark red substance inside.

He picked one up and examined it through the light of the room, twisting it at different angles. Funny how such a small amount of DNA could create something so powerful, so deadly. Especially coming from someone seemingly harmless.
Amazing. Truly amazing.

“Your contribution is appreciated, Alpha S.” the man grinned. With the cryovial in his hand, he closed the containment unit, listening to the lock clicked sharply as soon as the lid fell. Pocking the vial, the man turned to leave the room. He stopped momentarily by the door, and looked back inside at the long rows of containment units, lining up neatly and parallel with one another, running clear to the other end of the room. Each one held dozens and dozens of vials of blood that he currently had in his pocket; all from the same subject.

Yes, Alpha S was certainly earning his keep.

Still grinning, the man closed the door; emitting a hiss as it was sealed once more.

Chapter End Notes

Kind of a short chapter, hope you enjoyed it nonetheless. Also, to those of you who are PM’ing me, don’t worry, I shall get to you soon! ;) Hang in there!
Chapter 11

Chapter Notes

Annnnnnnnd I’m back! Pardon the long absence, I was caught up trying to edit it a bunch of stuff. That and I’ve been in a drawing mood lately. :3

I’ve edited up to chapter 6 in “Animal Instinct: Infected Humanity” (I added quite a bit more details - check those out if you want. I’ll be editing this book next - because I see many, many mistakes now and they are bugging me. I actually got the whole first chapter edited and polished to perfection…until my laptop froze…and I accidentally clicked on something else….and all my work was lost….I’m still crying over it. (﹏

Anyway.

See the end of the chapter for more notes.

The straitjacket was gone.

Peter almost couldn’t believe it when he had woken up in his cot with his arms weak and unbound by his side. In fact, he had sat there for several minutes just gaping as he flexed his fingers back and forth experimentally. But then the reality of the situation hit him and he grinned. Immediately, he jumped up and onto the ceiling where he placed the palms up his hands flat against the surface and just hung there, the feel of his fingers sticking tight to it was a welcome one. He then pulled himself up to a crouch on the ceiling and crawled little ways forward, before jumping down and springing off the wall to propel himself across the room to stick to the opposite end.

His arms were weak and strained from lack of use, and shook when he put his weight on them, but that didn’t stop him from grinning like a child on Christmas morning. This was better. This was great. The bland whiteness of the room suddenly seemed a whole lot more bearable.

But...why? Not that he was complaining. But...why did they take it off? Were they planning something? Peter was sure it wasn’t because they were being nice or anything. What trick did Hydra have up its sleeves.now?

Before he could think on it, he spotted something on his bed that had his heart skipping a beat. Something he hadn’t noticed when he first woke up. He swung his body lightly and let go of the ceiling so that he landed on his cot, weary of the package placed carefully on the blanket.

Softly, with the utmost love, he picked up the red web-shooter and rolled it gently in his hand. Oh yeah, the other one had gotten destroyed by Ock when he first got caught, didn’t it? Remnants of that
fight marked up his last web-shooter too, he traced a long cut along the paint of the device. But one web-shooters was still a web-shooter. Forgetting about his earlier suspicions, Peter clipped it back onto his wrist. Wow, he didn’t realize how wrong it felt without it till it was back. He might’ve had only one shooter, but it did wonders to soothe this anxiety. Flexing his wrist up and down, he smiled widely at the familiar weight. He opened the tab containing his web-capsules where it was empty sans one last cartridge. Peter distinctly remembered having more in there, so they must’ve emptied the rest out, meaning he had one currently placed inside as well - which meant he had two cartridges at his disposal. He growled unhappily at the thought of someone messing with his webs.

Messing with his head was one thing, but messing with his webs was where the line was drawn.

Despite his displeasure, he aimed his wrist and shot a web. The thwip sound was music to his ears. Tugging experimentally, Peter pulled himself up onto the ceiling again. Once there, he adjusted the pressure of the webs and spun himself a thick and lazy web to lay in.

Is. For once, in what felt like an eternity, he felt at ease in his prison.

He relaxed in his newly spun bed, feeling the safest he had in awhile. Looking across the room toward the hidden camera, a sudden spark of rebellion ignited within him. He grit his teeth as hatred for the eyes behind the lens washed over him. They did this. They were making him miserable. They were hurting him. Sitting up, he shot a web - his aim true - that covered the camera. It probably wasn’t smart of him to antagonize his captors, but he couldn’t help himself. The torture, the isolation, the white was all their fault!

He waited a beat for something to happen.

Nothing

5 minutes passed.

Still Nothing.

Peter scowled in confusion. He thought for certain something would’ve happened by now, in fact, he was almost disappointed that they were so unresponsive. Were they even watching him? It seemed odd that they wouldn’t. He couldn’t be that easy to guard after all. Peter slowly lowered himself into his web, still skeptical and unsure.

Not 5 seconds afterward, there was a high hissing sound and he jerked back up in anticipation. Instead of the guards or sentry robots he expected, a white gas began to fill the chamber from dozens of holes sliding open in the walls. Peter hardly had time to react before he was overwhelmed in a cloud of white (freaking white). He managed to hold breath for a while, but it didn’t last forever. As soon as he breathed in the gas he felt woozy, his head spun and his limbs went numb and he felt himself tip forward.

Regretting his rebellious choice, he fell out of the web and onto the floor, knocking the breath out of him which only causing him to take in a deeper breath. His vision swam and blurred. He faintly heard a whoosh sound before he was lost in unconsciousness.
Peter woke up somewhere different. Instead of a stiff cot and white walls, he was laying on a cold, steel gray floor.

His head was still dizzy; his eyes were blurred and unfocused. With a groan, he shook his head lightly to shake the remnants of the drug away. His limbs felt laden with steel and his legs felt numb and weak, but he managed to lift himself up to his knees where he could properly look around.

Blinking past his blurred vision, all Peter could see was a long, faintly lighted hall that turned sharply several yards ahead. Groggily, he looked over his shoulder where a wall loomed heavily behind him. Dropping his head back, Peter moaned softly and tried to think past his muddled state. But - ugh - his head felt stuffed with styrofoam. He could hardly see much less think.

Whatever that drug was, it was a gnarly one - especially if it could affect him in such a heavy way.

Above him, from a hidden speaker, a voice crackled: Welcome back Subject S, I take it you didn’t sleep well.

The sound was like nails on a chalkboard to his ears, despite the fact that the voice’s tone was a moderately deep one. Gritting his teeth against the uncomfortable feel, Peter glanced around to try and pinpoint its location. There was something familiar about that voice.

“Experiencing sensitivity to sound? Probably feel weak and dizzy too - all too be expected.” the voice continued. “There’s just nothing more annoying than a loud noise buzzing in your ear.”

Peter snorted without humor. “Oh, I get it,” he muttered. “Sarcasm.”

“Still got your quips, I see. No matter, it won’t be long before you know when to hold your tongue to your superiors.”

“Not likely.” Peter snapped. His head pounded and he groaned softly again. Man, what was that drug?

The voice didn’t seem impressed. “You’ve got 10 minutes to try and find your way out of this maze. Failure to complete the challenge will result in severe punishment to the patient. Afterward, the challenge will be restarted where it was left off until completed. Your time starts now, Subject S, I suggest you start running.”

Peter was tempted to sit there just to spite them. But he probably pushed his luck today with the whole webbing-the-camera act and didn’t want to further anger them - for now. He stumbled to his feet, pausing to lean against the wall to gain his bearing. Staggering, he started forward.

He noticed that he was still wearing his white uniform (white, white, white, white - stupid white), only with cold metal rings attached tightly to his ankles, wrists (which no longer had his web-shooter - dang it!), and neck. Scowling, he reached to experimentally touch one. Before his finger could even get close, a thrill of electricity shot through the ring. Peter shouted and stumbled back, holding his electrocuted arm.

“Oh, and I wouldn’t suggest touching your Bands. It won’t end up.” the voice piped up innocently.

“Thanks for the tip.” Peter ground through his teeth. Shaking off the burn, he purged on again. Rounding the bend, he stuttered to a halt. He was faced with 4 different routes, each one displayed an array of tight bends and turns that left his head spinning. He could hardly finish a maze on a kids meal; how did they expect him to solve this?
Each entrance was a different color. There was gray, white, black, and lighter gray (all in that row) that faced him ominously.

Peter automatically turned from the white - the very look of it sent worms of anxiety squirming in the pit of his stomach. The light gray seemed too closer to white, and the black was too dark. He headed for the gray.

Feeling strength slowly return to his limbs, he morphed his walk into a jog and set to finding his way past bends and twists. He came across more than 1 fork on the road, at each one he chose a path randomly.

His head felt lighter out here, not so cramped or easily distraught. It was kind of nice. He came to another fork, without halting his jog he turned left and kept going. He had no idea where he was headed or if he was supposed to be looking for something. Everything seemed the same.

Not to long afterward, though, the voice came over the speaker again, “Time’s up.” Peter’s spider-sense tingled and the Bands clasped to his body suddenly burst to life with tendrils of electricity. He screamed and collapsed on the floor, his body convulsing with pain. The Band’s continued for another torturous minute before they turned back off. Slumping down, his body still twitched from the sudden onslaught of energy, he groaned throatily and got to his hands and knees.

“Up and continue. Failure to complete the maze a second time will result in a longer punishment, same with a third attempt, fourth, fifth and so on. Your time starts now, Spider.” the voice was gone again.

Breathing deeply, Peter got back to his feet. He’s taken harder hits from Electro - he could handle this. He started jogging down the path again.

But it didn’t seem like very long before his time was up and he was being electrocuted again. This time it lasted for 3 and ½ minutes.

The voice told him to continue.

Peter got up and started running.

Each time was the same. He never found the way out - he took every path, back-tracked, and scaled the walls in hopes of finding anything - all within the time space being “punished” 4 more times.

All he managed to do was find his way back to the place he started. Right in front of the black, white, and light gray paths. The Bands burst to life again, with much more intensity. He remained in agony for 6 minutes before he finally blacked out, all the while he could hear the voice tsing overheard in disappointment.

Never had he wanted to be in the white room more than that moment.

Chapter End Notes

I know it's another short(ish) chapter but work with me here. The next one will be of the Academy students, Aunt May, and the Avengers. Adios!
Maternal Love

Chapter Summary

Maternal love. Nothing could top the sheer love a mother held for the baby in her hands, or that of a tiny hand slipping into their own, or the countless cards made and flowers picked in their name.

Chapter Notes

HI GUYS! This chapter is gonna be all Aunt May.

Just gonna do a quick disclaimer, because I just feel like it.

Disclaimer: I do not own the Ultimate Spider-Man (Cartoon), the show belongs to Disney and Marvel, also Stan Lee, because he's awesome.

See the end of the chapter for more notes.

Love is said to be the most powerful and influential emotion a human being can ever experience. It was nerve-racking yet satisfying, terrifying but familiar, painful as well as pleasurable. It drove people to do wild and crazy things, however illogical, for that other person who held their heart and trust.

But love didn't stand alone as one emotion, or even a single shade - it was many different hues, ranging from the light, cool shade of a team, to the rich, passionate shades of romance. Love wasn't just something shared among lovers, despite the obviousness of the name, but it was something that linked so many other people together. Friendships, families, teammates, and, yes, romantic relationships too.

And it was one the toughest stuff humankind has ever felt. People have tried to describe its gripping hold within books and plays and movies, but no one could really explain what it's like, or how it feels. It was an emotion as mysterious as it was widely ranged.

Some would say that the romantic love was the strongest shade, but not to May Parker. Nothing could possibly be as stronger or more intense than her love for her nephew, Peter Parker.

Maternal love. That's what it was. The bond between mother and child. And it was the strongest stuff around. Nothing could top the sheer love a mother held for the baby in her hands, or that of a tiny hand slipping into their own, or the countless cards made and flowers picked in their name.

May Parker may not have been Peter's biological mother, but she'd be damned if he wasn't her child.
And right now, her love for him was driving her mad. Because with it, came that annoying instinct to protect and provide for him and fight off all the monsters that scared him, and to drive herself to the ends of the Earth to keep him safe. But, you see, that was all kind of very hard to do when she didn't even know where he was.

14 days. Two weeks. That's how long Peter's been missing. 336 hours of constant worrying and fretting. 3 days since she was finally told of the circumstances. There were are many superheroes working on this? And yet, her nephew still wasn't found yet. May didn't want to falsely accuse, or look ungrateful, but what in the world was taking so long? What could they possibly be doing this whole time?

Peter was off to who-knows-where, and it didn't seem like anyone was doing anything ABOUT IT! It was frustrating and infuriating and she just wished there was more she could do.

Who could have possibly done this?

Their main suspect was Doctor Octopus. That awful man who was constantly out for Peter's blood, the one who brainwashed Ben Reilly/Scarlet Spider and convinced him to betray them, the same man who destroyed her home and nearly killed her and her nephew. The one who threatened HER family, and not just Peter, but Ben, Amadeus, Flash, and Miles too.

And now she was told that it was likely he had Peter, right now.

May was NOT a very happy mama, to say the least.

Tony Stark, one of the people helping find her nephew, theorized that if Octavius DID know Spider-Man's identity, then it was likely he'd attempt to capture May too to gain leverage. So, for her safety, she was moved to the S.H.I.E.L.D Triskelion where she would be surrounded by the best agents and heroes, with little to no chance of any harm.

Not that that stopped Doctor Octopus from taking Peter, she thought bitterly. If this place is so safe, with all the best technology, then why isn't Peter home yet?

May sighed. She didn't really have a reason to think so harshly, she knew they were all working day-and-night to find him, she was just angry that's all. Just overcome with emotion, and worry, and stupid maternal instincts that made her irritable and grumpy if she didn't get what she wanted.

And what she wanted was HER NEPHEW/SON WHO WAS BEING HELD CAPTIVE BY AN EIGHT-ROBOTIC-LIMBED MANIAC WHO WANTED TO DESTROY HIM AND MAKE HIM FEEL PAIN! Which was exactly opposite of what she has been trying to do for 11 years.

Okay, she needed to calm down. May stopped her pacing to sit on the bed that was pushed in the corner. Her room was nice, the walls were kind of blank though, and the floors were hard, but the bed was soft and the space wasn't cramped or stuffy. But even if the room had been hot and the size of a janitor's closet with nothing but a blanket for a bed, she probably wouldn't have complained. Puh-lease, she's gone backpacking and camping all over, she would handle an adequate S.H.I.E.L.D dorm.

Sitting on the bed, May bent over so her head was in her hands and she was looking down at her feet, as she took in deep calming breaths. In for 5, out for 8.

Inhale 5; 1...2...3...4...5...

Exhale 8; 1...2...3...4...5...6...7...8...
Inhale.

Exhale.

1...2...3...4...5...

1...2...3...4...5...6...7...8...

Her heart beat slowed and she came slowly down from whatever emotional high she was getting on. Hmmm, doing meditating and yoga really paid off, she tried to get Peter into it, but she didn't think he ever caught on. Not interested in it, she supposed. It was still funny remembering him trying to do all the bendy, flexible stretches.

But...her smile fell. She supposed that had been an act. Peter was Spider-Man, and Spider-Man was great when it came to gymnastics, and acrobatics, and flexibility. It would've been fun to do yoga together, she didn't think he could sit still enough for mediation, but yoga seemed right up his alley.

She could understand keeping his identity a secret. He had been worried for her well-being, that was all. But it still would've been nice to do something they'd both enjoy. She missed those times when they were both younger, and Peter was always eager to go out to the Park with her, or go rollerskating, or even just baking cookies in the house. She loved him, and he loved her, May knew that, but she...she missed him. All those times when he disappeared, she thought it was just him hanging with his friends; Harry, MJ, Ava, Luke, Danny, and Sam.

Peter had hardly had any friends as a little kid, and May didn't want to interfere with the process. He needed kids his age, and that was what it seemed like he was doing. But, turns out, it was actually him going to fight crime in spandex.

May couldn't help but chuckle dryly. Her boy, her little Peter, a small, adorable nerdy kid with glasses who wouldn't hurt a fly, went out and fought crime. In spandex. It was...it was kind of ridiculous to think about.

Of course, she always suspected. What else could explain the odd things happening around the house? White laundry being turned red and blue, weird chemicals in Peter's closet, his sudden build in muscle, the personal distaste whenever he heard the Bugle channel, his increased appetite, the injuries he tried to hid and when he thought she didn't notice....

"Oh, Peter..." May sighed, shaking her head softly from side to side. Yes, the bruises and cuts on skin, band-aids, and bandages poking out of clothes. She noticed the way he tugged his shirt over them when she was caught looking, and how he avoided her eyes when she asked how his day was going - it hurt. It was painful to see, and hard to continue on knowing that her boy was getting hurt, having to watch as he shrugged her off and refuse to tell her what was happening.

Maybe that's why she gave him his freedom with his friends. Harry and MJ would never hurt him. Ever. And she didn't even know about Luke, Ava, Sam, and Danny until they showed up with Peter on her doorstep with no home, and even then she could tell they were good kids. She knew they had Peter's back. Maybe...maybe she just hoped that he would at least confide in them about what he was going through, rather than keeping it all to herself.

"I should've listened to my gut from the beginning." May grumbled. Between the injuries and Peter showing up with four other kids (the same amount Spider-Man worked with) right after the Helicarrier was destroyed - it had all been too coincidental. It was obvious actually. But she just refused to believe it. HER Peter, Spider-Man? Just the thought of it sent her reeling in panic. All the villains, and chaos, and bad guys. Besides, the worst she's ever seen him do was skip school without
her consent in 9th grade...to go to the science museum, of all things.

How could she have possibly believed he'd be Spider-Man.

Yet, she always knew. She just refused to believe it, but she knew. Played the ignorant aunt to spare both her and Peter the heartache.

And now Peter was gone and she wished they would've sat down and discussed what they'd do if something like this ever happened.

Someone knocked on her door softly. "Come in," she called, quickly composing herself. Just because she was falling apart at the seams didn't mean she needed to worry anyone else about it. Just let them focus on finding Peter, and she'd handle her emotions and state of mind.

A red-masked face popped from behind the door, "Aunt May?"

"Oh, hello Ben," May smiled, feeling her heart lift a little. The students at the Academy had visited her several times, but Ben was the most consistent of them all. He'd bring her dinner, or sometimes a pack of Trial Mix, always asking and making sure she was comfortable. He acted mysterious and tough, but really he was a big sweetheart.

He stepped inside the room, a small pack of Trail Mix in hand. "I, uh, brought you a snack," he said, a bit shyly. Ever since the incident with Doctor Octopus and the Sinister Six, he's been more withdrawn on himself. Peter said he was still dealing with the guilt.

"Thank you," May said, and pat the spot next to her. "I have been feeling a little hungry." She wasn't really, but she wasn't about to turn him away. That's the last thing he needed.

Ben shuffled timidly, before walking forward and hesitantly sitting next to her. He gave her the bag. She took the bag, and asked: "Have they found anything yet?"

Ben shook his head, "Not yet," he said, "but Tony thinks A.I.M might have had a hand in capturing Pete - uh, Spider-Man. They have kind of been running around everywhere lately, and...well" he trailed off. "Yeah, I guess that's all that's really happened."

"Oh," May looked down at her hands, tightening her fingers around the snack. "You know, you can still call him Peter," she said.

Ben didn't say anything.

"He forgives you, Ben," she continued, "I know that gaining the trust of the rest of the team is going to be hard, but Peter is still your friend. And so am I. If you need anything, to talk or just play a board game, my door is always open." May put a gentle hand on his shoulder and gave him a warm smile.

Ben stared back, the mask conveying no emotion. For a moment, a chill ran down May's spine as she recalled him standing in the living room, key in hand, stiff with guilt but completely emotionless. But she quickly scolded herself and dismissed the memory.

That was then, and he was changed. He wasn't on Ock's side anymore.

It remained quiet for several minutes, before Ben scoffed and looked away. For a moment, May was worried that he knew she was a little freaked out and opened her mouth to explain, but then he beat her to it, "Why do you guys do that?" he demanded.
"What?"

"Forgive me so easily!" he stressed, "I betrayed the both of you the worst out of everyone, and you two were the quickest to forgive me. Why? Do you guys pity me? Do you feel sorry?" he demanded, turning to her in frustration. "You guys should be angry, you should yell or shout, or heck, punch me! I deserve it, May! I DESERVE to be hurt. After what I did, I just-" May slapped a hand over his mouth.

"First off," she said, eyes suddenly angry, "Never say that you deserve to be hurt, Ben. Never, ever say that again. Do you understand me?"

Ben stared at her.

"Oh you better understand me," she warned. "And don't think for a second that we forgave you because we pity you. Peter and I, we forgave you because we know that you're a good person, we know that you're sorry for what you did, and I want you to stop beating yourself up about it. I'm okay, and so is Peter. Instead of wondering what would have been, focus on making it better. Okay, Ben? You're a part of this family now, and we do not give up on each other. Ever. Do you understand?"

He couldn't hold her gaze. His shoulders slumped and he stared down at his hands. "I just..." he tried, voice in a soft whisper, "How do I...How do I make up for all I did? What can I do to make up for it? I don't know how! I don't think there is a way...I just don't think I can."

May's gaze softened. She took Ben's hand and pulled his face up to her eye level. Gently, she lifted his mask off and over his head, and looked into his blue eyes. Eyes so alike Peter's it hurt. "You can, Ben. You will. It just takes time. And I'll be here with you every step of the way, okay. You won't be alone in this. I promise."

Ben's eyes roamed over her face, slightly skeptical as if he was looking for any lies. After a minute, a small, hesitant smile started at the corner of his mouth. "Thank you, Aunt May."

"Of course," May said, pulling him into a hug. "Family, Ben. This is what a family is for."

He nodded, hugging back. "And don't worry, we're gonna find Peter. Even if I have to go down and search the whole New York sewer system for days. I will find him."

"I don't doubt you will," May whispered, "I'm just...I'm just so worried, Ben. It's been two weeks. Who know's what the monster has done to my baby."

Ben's embrace tightened around her, "I won't let Ock hurt him," he promised, voice hard and tinged with anger. "Ock won't be hurting anyone ever again. Once we find him and get Peter back, I'm gonna get him to tell me who I was before he took me in, and then he's going to rot in a cell for the rest of his life."

It was May's turn to be quiet. "Just be careful Ben," she ended up whispering, "Peter told me he is smart and manipulative. I don't want you to get hurt either."

Ben chuckled as if the idea was ridiculous. "I won't be the one hurting," he muttered. "But I promise I'll be careful." he freed May from the hug, the one she had enacted, and pulled his mask back on.

"Are you going on a patrol again?" asked May, opening the Trail Mix and digging out a few M&M's. Okay, so maybe she was a little hungry.

"I'm going to go search the sewer systems." he said, "I wasn't lying about that. I'm going to search
every inch of the place. I know my way around it. It was White Tiger, Powerman, Nova, and Iron Fist's idea anyway. Just thought it was worth checking out."

May nodded and gave him a wide smile, "Alright, be careful. Don't get bit by any strange creatures."

Ben chuckled, "I'll try my hardest." with a small wave, he left the room. May dug around and popped a few almonds in her mouth.

This visits really were a help. Her heart felt lighter and her mind more at ease already. Anxiety and worry still roamed free, but it was manageable. Of course, she still wanted to help, but apparently, the risk of being caught was too great.

So she was stuck here. With a comfy bed, a few suitcases filled with her things, a bag of Trail Mix, and a slowly breaking heart.

Love. What a cruel, heartless monster.

Sometimes it seemed easier to fill nothing. Certainly, it'd be easier if she didn't care so much. If she didn't care for Peter, or Ben, or Flash, or Miles, and Amadeus, and Ava, and Danny, and Luke, and Sam, and Harry and MJ, and so, so many people.

But she did. And she always would.

But she wasn't going to waste away here either. Eyes set, May clutched her snack and walked out the door.

She needed to find Nick Fury.

Chapter End Notes

And DONE!

Weird that I'm posting this on Father's Day, but May is so awesome she deserves a holiday.

HAPPY FATHER'S DAY TO ALL THE FATHER'S OUT THERE!!!! <3 <3 <3
Rubber Bullets Still Hurt

Chapter Summary

He noticed that the rubber bullets around him had rounded metal tips. No wonder they hurt so bad.

Chapter Notes

See the end of the chapter for notes

They've added rubber bullets.

Oh, of course, they couldn't just stick with a freaky, colored coded maze with electric-shock cuffs, or a room so white it was practically eating his soul, or weird visits while he's unconscious so they can leech the blood from his body - oh, NO! They just HAD to add that extra 'oomph' to push it over the top. That was so - so like the bad guys, Peter's associated himself with.

Why did these guys have to go to such extremes? This has moved past just experimental and now ran along the lines of intentional. We're the bullets, or electric shocks "encouraging" him to move faster, really necessary? Did they really need to put him back in that frickin white room on his arm so it went dead and gave him that horrible pins and needles sensation that made him want to punch a wall??!!!

Of course, they did. Because this was Michael Morbius they were talking about. Yeah, Peter figured out who that disembodied voice in the walls was the next time he was put in the maze. How could he forget that annoying nasally voice? Not to mention the gloating. The guy boasted almost as much as Octavius, and that right there was saying something.

And it might've also been because the guy literally showed himself to Peter just so he could laugh and go "Ha. Ha." in his face. Well, not exactly like that, but it was the message Peter got. It was when he was back in the white room after their first "session" in the maze. He woke up to the pig-nosed face of Morbius staring at him.

Not the most gracious wake-up call, let me tell you.

It was a brief visit. Morbius acted smug, Peter was sarcastic, Morbius got mad, Peter got more sarcastic, and Morbius did that weird energy sucking thing of his that left Peter feeling like he just ran a 20-mile marathon, non-stop, with the Rhino strapped to his back. After that, Morbius graciously thanked Peter for his numerous "blood donations" and finished by shocking Peter into unconsciousness. When Peter woke up, the deranged scientist was gone.

Ugh, he was really starting to hate that guy. Like - a LOT. It was bad enough with that whole Carnage-fiasco thing and Morbius controlling the Carnage Queen (who had also, at the time, been his friend, Mary Jane Watson), but now the dude was making it a point to make his life a living (hell). Why, why, why, WHY?

And now, here he was. Running fiercely down the black trail of the maze with only the fluorescent lights above keeping him from running into a wall as he jumped, dodged, and bounced around to avoid the rubber bullets. They weren't fatal (unless they hit you in the eye, probably), but they still
hurt like a ----

The cuffs on his wrists were weighing him down too. They were bigger now, and thick, and he could feel their constant hum of electricity clear through his white jumpsuit. They weren't a bother in the beginning, but after several shocks and who-knows-how-long, they seemed to be getting heavier and heavier each time he lifted his arms.

He wasn't sure how long he's been in this maze, but it felt like weeks. Time was paced in two ways with him now, either ticking at a slow pace or dragging on at an excruciatingly slow pace. And it was killing him!!!

How long did they expect him to keep moving like this? His spider-sense has almost become a constant tingling in his brain since arriving, to the point it was beginning to feel weird if it stopped for even a second. Certainly, they couldn't keep him going forever! Morbius always stopped after a while, but this session was definitely taking too long.

So what were they waiting for?

Peter jumped from wall to wall, flipping and twisting in the air as he rounded another bend. They took his webshooters away again, too. That was almost just as annoying. If he had them, he could've webbed up these stupid rubber-spitting holes ages ago. But, he supposed that defeated the point.

Panting, he bounced quickly through the hall, with the bullets zipping through the air like a bunch of angry hornets. Ugh, his sides were burning. Did the bad guys replace his lungs with sandpaper when he was out cold? His breaths were more wheezing than panting.

'H-hey, Morby," Peter gasped as he ran zig-zag across a wall, "I don't suppose you - wheeze - want to give me a clue of what - wheeze - I'm supposed to do here," he's been asking periodically throughout the session, but he's never gotten an answer. But it was still nice to pretend that he'd get one if he kept nagging.

This time though, Morbius's voice DID crackle over the speaker, "You want a clue?" he repeated, in what Peter heard was an amused tone, "Well, let it never be said I'm nothing but generous."

"Yeah, generous," Peter muttered breathlessly, then added louder, "Does never and nothing in the same sentence count as a double negative? - wheeze - Grammar is important, you know;"

Morbius didn't answer in words. Rather, Peter picked up his lack of care for grammar when the lights unexpectedly blinked off and plunged him into darkness. He stumbled in his haste to avoid the bullets, but the sudden lack of light startled him into running right into a wall.

But he didn't get a chance to shake off the ungracious collision either as the rain of bullets intensified around him. Cursing, he scurried up the wall while looking around fervently, but his eyes stubbornly refused to adapt to the lighting change. "Stupid black walls," he grumbled.

Running in the dark was disorienting. With his spidey-sense, he could tell where the bullets were coming, but running through the maze itself just felt 10X harder. The feeling that he was going to hit into something was like a tick in his head. Would his spidey-sense even tell him if he was about to hit a wall? What with it being too busy with the bullets, could his precognitive sense extend itself that much? If so, how much?

*No time for science, Pete,* a little voice scolded, it sounded startlingly like Harry, back whenever they did studying at his penthouse. When Harry wanted to play video games rather than get homework done. Which might've been disturbing if Peter didn't find an odd comfort in hearing a familiar voice -
even if it was being induced by his own consciousness.

His body was burning with an ache at this point. His arms were ablaze and weighed like lead, his lungs felt like they were being grated, and his head was beginning to throb with each needle-like sensation of his spidey-sense. How much longer did he have to do this?

He felt himself begin to slow. It'd be so much easier to just give up. He was exhausted, his fuel was nearly gone, he was practically running on nothing. Who cared about the satisfaction it'd bring Morbius to see him stop and let the bullets hit him. Who cared about the stupid, smug smile Morbius would get when Peter gave into his exhaustion and admitted defeat.

"No," Peter muttered, glaring at the darkness "Not gonna give up to these guys. No way," Whether it was his rebellious pride, or just that fact that Morbius was super annoying, Peter refused to lose to that guy. That was so NOT happening.

Taking a deep breath, Peter jumped up onto the ceiling, ignoring as his body nearly seized up in pain as he pushed himself harder. I can do this, He told himself as he nearly collided with another wall. I can do this. I can do this.

He had no idea where he was running, but just ran and jumped and dodged as fast as he could in hopes that he'd get there soon. Morbius had to run out of rubber bullets eventually. They couldn't have an inexhaustible stash.

As time passed, he wasn't sure how long, he gradually started adjusting to the lighting. It was becoming easier to determine where the maze turned and he could avoid the bullets robotically at this point - just let his senses guide him and all that jazz.

It was going fairly okay - as good as it got given the situation - when the lights suddenly sparked on at once, with no warning, and practically melting his eyes and leaving him blind. "AHHGH!!" he shouted as he lost his pace and stumbled off the wall and onto the ground.

Immediately, the bullets were on him. Dozens upon dozens of hard piece's of rubber peppered his body from all directions. All he could do was yell in pain and curl up to cover his head as best he could. They stung far worse than the guns he trained against with Fury.

It felt like an eternity, but the guns gradually ceased fire. When they had stopped completely, it took Peter another - he estimated - 5 minutes before he even uncurled himself to look around. His body felt raw and bruised everywhere, when he moved to sit up his joints seemed to grind together and sent the rest of his body seizing up in agony. He fell back down, gasping into the floor with his face resting against the cold surface.

"That's what I was waiting for," Morbius said above him, voice high with enjoyment, "You've been running through this maze for nearly 15 hours. I'll admit, I'm impressed. A little,"

Peter ran through every insulting word he knew, both child-friendly and R-rated, and mentally transmitted them at to Morbius because he was too tired to say them out loud.

"Adequate job, Alpha S. Goodbye, for now," before Peter had a chance to protest, the cuffs erupted to life and he was sent into several long minutes of electrocution before he was blessed with unconsciousness.

As his vision bubbled black, he noticed that the rubber bullets around him had rounded metal tips. No wonder they hurt so bad.

"Morbius," Peter growled weakly as he was plunged into darkness once more.
He woke up in the White Room again. The straitjacket was back. It had reentered his life after the last few times in the maze.

Upon opening his eyes, Peter already felt his mind begin whirling in panic as he was surrounded by the colorless color. Not this place again. Anywhere but this place. His heart, despite his efforts to calm down, beat rapidly as he felt the room swallow him whole.

Swallowing past the lump in his throat, he tried to sit up. Moving made things better, or at least somewhat tolerable. But as soon as even his fingers twitched his joints spasmed and his acidic nerves peeled against his skin. With a strangled cry, he squeezed his eyes back shut and remained perfectly still.

Stupid Morbius. Stupid, stupid Morbius.

"Yeah, I wouldn't move if I were you," a voice said.

Peter's eyes were back open in a flash as he noticed the dark figure leaning against the wall in the corner. He jerked up in surprise upon recognizing the skeleton mask and the two bones crossed on his chest but ended up just gasping and falling back down as soon as he got a third of the way up.

Crossbones scoffed at the poor display, "I'd say you look terrible, but I don't particularly care,"

Peter glared at him, "I'd say you look like a creep, but I think you already know that" he looked away, "Have you been watching me in my sleep? Not even Octavius ever took it that far,"

Crossbones chuckled and pushed himself up from against the wall, "Just came to see if you're willing to share Fury's location yet. I figured you might've had enough of Morbius's...accommodations,"

Oh yeah, that's why Peter was here. Because Crossbones wanted to know where Nick Fury was, so he could capture Madam Web. He almost forgot the reason for his misery.

For a moment, he was tempted to tell the dude that he actually had no idea Nick was. It'd be amusing to see Crossbones reactions. But, then again, if he did that the torture would probably continue anyway, only worse, or Crossbones would just give "rid" of him.

No, he needed to keep up the charade, for now. Currently, it was the only thing keeping him alive.

"Oh yeah, he has a base set up in Asgard as his summer getaway. Did you look there yet?"

Instead of getting angry, as expected, Crossbones sighed, as if disappointed, "You do realize what you're being put through right now it nothing compared to what I could have Morbius be doing. I'd suggest you just tell me now and spare yourself the pain,"

"And I suggest you get a hobby aside from making superheroes' life's horrible," Peter retorted, "And maybe a mint while you at it, I can smell your breath from here,"

The older man's fists clenched for a second before he casually folded his arms and shrugged, "If you think you're friends are still looking for you, I wouldn't get your hopes up. They stopped a while ago. There's no one coming for you,"

Peter tensed, but refused to look at Crossbones. He couldn't let the leader of Hydra know that just
referring to his friends made him want to cry. That'd be childish. He swallowed thickly and said with forced smoothness, "That was kind of random."

"I can see past your facade," Crossbones continued, "You don't need to pretend to be brave. Though, I'll admit I'm surprised you made it this far without cracking."

"Thanks, I guess,"

"But you won't last much longer. You're alone in this, Peter Parker," Peter tensed again, his eyes widened a fraction, "Yeah, I know who you are. Wasn't too hard to figure out as soon as I looked into facial recognition. I also know about you pretty little Aunt," that had Peter looking back at Crossbones.

His heart began racing, in a panic this time. Crossbones knows about Aunt May! Did he capture her? Did he hurt her? Where was she now?

Crossbones laughed, "Yeah, that's what I thought," he said, walking toward Peter, "Not so tough now, are you."

Peter struggled to get up, but his wounds were just as persistent in keeping him down, "So, I'll make a deal," Crossbones continued, "you tell me where Fury is, and I'll let your Aunt go, harm free. I'm being very generous, kid, I suggest you take the offer."

Rage filled Peter's every nerve, "If you touch her!" he shouted, jolting up again. But Crossbones lunged forward and slammed him back down in a chokehold.

"You'll do what?!" the older man demanded in harsh amusement, "You can hardly even sit up, let alone throw a punch. What do you expect to do to me?" Peter gasped behind the knuckles around his neck, wincing as Crossbones other hand kept his chest pinned. "You are helpless kid, and unless you want our aunt to go through the exact same thing, then talk."

Peter's lungs were burning again. "I...I..." he gasped, writhing under the meaty hands strangling him. What was he supposed to do? He couldn't let Aunt May get hurt! But he didn't even know was Fury was! Would if Crossbones just killed them both? Would if he tortured Aunt May to punish him? Would if - ....wait a second....

He glanced scrutinizingly up at Crossbones, "If you have Aunt May, and my friends have given up for a while, then why did you wait to threaten me with her yet?" he wheezed, "Why didn't you bring it up when you first got here?"

"I know how to press my advantage," Crossbones growled, but Peter saw through it. He cracked a smile at the skeleton mask.

"You don't really have her, do you,"

The hand tightened around his neck, "Is that a risk you're willing to take?" Crossbones demanded, "I will slit her throat just as easily as I can choke you, Parker. Are you gonna let your pride kill the last of your family?"

*He doesn't have her, Peter assured himself, He DOESN'T have her. My friends will find me. I'm gonna be okay. Just keep up the charade a little longer....*

"You're not fooling me, Crossbones," he said, "I'm not telling you where Fury is,"

Crossbones growled and slammed Peter harder against the makeshift bed, "Fine, your aunt's blood is
on your hands, punk," with that, the pressure increased and Peter gasped louder. He tried to break through the straitjacket, his mind was suddenly consumed with the need to pry those fingers off, but he was stuck tight.

His vision burned away again. It was amazing how consistent that was getting. But, then again, he wasn't allowed to see the mysterious exit to his cell.

Peter barely managed to tell Crossbones to 'F-off," before he was unconscious again.

"_______"

Chapter End Notes

Hi guys! So, I watched "Spider-Man: Homecoming" last night, and. I. LOVED it! It was cute, funny, kickbutt, with that underlying layer of angst that made me sooooooo HAPPY!!

Tom Holland was born to be Spider-Man. End of story. Bada-Bing, Bada-Boom!

Anyway, that forum that we all voted on is now up and running (on fanfiction . net ) , it is called: "The Ultimate Spider-Man Forum: For all your fandom needs" (such a creative name, I know) and is moderated by Moi (OfficialUSMWriter), The Story's Shadow, Melancholy Sunshine, Rian Moeru, and Man285. Anyone who wants to join the forum may do so, and we can all just discuss a bunch of stuff we like (or dislike) about Ultimate Spider-Man.

Anyway, hope you guys enjoyed the chapter!

OfficialUSMWriter - out.
Alright, Double Prizes!

Chapter Notes

See the end of the chapter for notes

*Miles Moralis (POV)*

This was getting frustrating.

Several weeks after that stupid visit to Coney Island and still, there was nothing on Spider-Man. There wasn't even a trace of Peter Parker. The trail was as dead as Mile's relationship status. Which is was really sad in itself. The piece of shredded spandex sent to them gave no clues either. There was no indication who sent it, where it came from, or how it even got into the Academy.

Which, honestly, was really annoying.

But also scary.

But mostly annoying because, *come on*, who hasn't broken into the Academy at this point?

And now, here he was, BACK at Coney Island with Agent Venom and Amadeus, scouting the place out for, what felt like, the hundredth time! They've searched the place top to bottom already and found nothing, and yet, Cho kept on dragging them back out insisting that they missed something.

And that "something" they still had yet to find.

Not to mention it was really hot out. As he cowered under the provided shade of ring-toss booth, fanning his face from the heat, Miles questioned what had been going through his head when he thought a black suit was a good idea. Is this was melting felt like? No wonder the Wicked Witch of the West was so grouchy. The only difference was, Miles was very willing to take that bucket of water.

"Iron Spider," he groaned, slouching against the booth counter. "How much longer do we have to be out here?"

Iron Spider was out in the sun, scanning the area with whatever new scanner he invented. The armor was very bright and flashy in Autumn heat and Miles was seriously wondering how he didn't already fry in it. Deep-fried genius didn't sound appetizing. There was an exasperated sigh from inside the armor, followed by a snappy "Not yet Miles. I'm almost done, okay, then we can head back,"

Miles withheld another groan. Nearby, Agent Venom whooped as he won the ring toss. Again. The guy managing the game scowled, his irritation growing as Agent Venom performed a very disturbing victory dance. Not as bad as Spider-Man's, but still shudder-worthy.

"I'll take the Hulk plushie," the symbiotic hero said proudly, looking over the prize list. The guy didn't have the prizes out hanging like everyone because, he insisted, he got duped by one too many thieving kids already. The guy had been complaining about it the whole time they've been under the booth. Now...now he just looked irritated, probably because Agent Venom had won every round of the game since they've stopped and was quickly claiming all the superhero plushie prizes.

"I'm sorry, we're out of Hulk plushies," the guy said, arms crossed. He didn't look sorry at all.
Agent Venom's lips pursed. He looked back down at the list, his finger trailing down the listed items. "Um, okay, how about the - uh, Captain America?"

"Those are all gone too,"

"Black Widow?"

"Nope,"

"Iron Man?"

"Nu-huh."

"Thor?"

"You took the last one,"

"Hawkeye? There has to be a Hawkeye left!"

"We're all out,"

"Come on dude," Agent Venom cried, "I won the ring toss! There has to be something I can have!"

The manager's eye twitched in irritation. "I can check," he muttered through grit teeth. Agent Venom grinned widely as the guy walked tersely behind the booth. Miles wouldn't be surprised if he didn't even come back. Iron Spider walked back under the shade, looking over the data he collected on a hologram beam above his arm. It displayed spiking graphs and several different screens seeking out anything Spider-Man related. So far, all he got was dozens of Spider-Man themed game prizes and cosplayers.

The one they were looking for, however...

"Nothing, absolutely nothing!" Iron Spider growled, angrily swiping the useless data away. "I did a retinal scan, facial scan, even a scan to pick up any Spider-Man related, why is there nothing??"

"Maybe because, oh I don't know - this is just at the top of my head - he's not HERE!" Miles cried, throwing his hands up in exasperation.

Iron Spider glanced at him, the glare easily felt through the armor. "I know that Miles, it's the fact that he WAS here that's got me. This was the last place he was at, and then he just...disappears! No, there has to be something here, some sort of evidence to point us to where he went. No one can just drop off the face of the planet like this,"

Agent Venom said "The Fantastic Four does, like, all the time," as he picked at the prize list still in his hands, mumbling about the Hulk plushie he still wanted.

"But we know why they disappear. They're off in space, fighting Skrulls or traveling through wormholes. Point is, there's an explanation behind it," Iron Spider stressed, "With Spidey, he just...he's just gone,"

"Oh, are you talking about Spider-Man?" the manager guy came back to the front of the booth, no longer looking angry but now bright with interest. He had a box in his hand - probably Agent Venom's plushie - but he seemed to have momentarily forgotten about it as his eyes set on Iron Spider. "Where's he been anyway? I haven't seen him swinging around for a while,"

Iron Spider, Miles, and Agent Venom all shared a look. Then they all looked away, glancing
anywhere but at the guy. "Uh...he's...he's just, um...on leave, for the moment," Iron Spider said, avoiding eye contact by bringing up the screens again, pretending to tap his chin in thought. The manager looked at Agent Venom and Miles, both of whom suddenly found interest in their shoes or the surface of the booth.

"Um...sure," he said, obviously not convinced. "Well, when you guys find him tell him I said hi,"

"He's not - wait, do you know Spider-Man?" Miles asked.

The manager ducked his head sheepishly, almost shyly. "Well...not exactly...I mean, he sat on my booth a few weeks back, but...I mean, I never got a chance to say hi before he left,"

Iron Spider looked up, suddenly interested. "Wait, what?"

"Yeah, I mean, I tried to, but he must've been in a hurry cause he didn't hear me-"

"No," Iron Spider cut him off, "I mean, he sat on your booth a few weeks ago? When? What day? What time? Where did he go?" The manager stumbled back a few steps as Iron Spider took a step forward with every question, the guy looking equally terrified and confused from the sudden intense onslaught of questions. Miles put a hand on Iron Spider's shoulder, pulling him back a few steps.

"Whoa, easy there egghead. Let him speak,"

Iron Spider distanced himself, taking a breath. "You're right, you're right. Sorry," he rubbed his armored head sheepishly. He looked at the manager, more calmly this time, and asked, "When did Spider-Man sit on your booth?"

The manager glanced between the three heroes, still somewhat startled, with the box now clutched tighter in his hand. He looked around as if hoping to find someone to help him with the three oddly dressed kids harassing him at his booth. Unfortunately, for him, there was no one. The people of the carnival has accepted the heroes presence about an hour ago, at most they got looks from a distance, the occasional clicks of the camera's taking their picture. Gotta love New York. Finally, the manager sighed, coming to terms he wasn't getting saved, and took a step forward, leaning against the surface of the booth. "Well, um, it was just a few weeks ago, might've been Monday, m'not sure. But, uh, he was talking with a bunch of people, fans I guess, and he stopped for a breather on my booth. I was on lunch break, so I saw from a distance. I wanted to say hi, but he was gone before I could get there,"

"Where was he headed," Agent Venom asked.

The manager thought for a second. Then he pointed to the right, "Somewhere over there, past the face painting booth. I didn't see after that," they followed his pointing finger, looking over the hordes of people.

Iron Spider looked back at the manager, "Is there anything else you can tell us? Did anything strange or weird happen?"

The guy scratched his chin, "Hmm...well, he did seem kind of...nervous. Like, he was stiff and looking around like he was looking for someone. He looked like he was going to swing over by the Ferris wheel, but then he turned and disappeared in the opposite direction instead. He looked like he was in a hurry,"

Miles shuffled where he stood, suddenly teeming with energy and nerves. This...this was something. This was a lead! They had a lead...ish. "Thank you, sir, we really appreciate it!" he quickly said, before he was back out in the sun, pushing past people and heading toward the direction the manager
Iron Spider nodded his thanks and flew up in the air. Agent Venom gave him the two-finger salute before following after Miles. Only to stutter to a stop a few steps out and go back to take the box from the manager's hands.

"It was the last one," the guy muttered, a tad irritated as if remembering why he had been upset earlier. Agent Venom thanked him one more time, bending down to scoop up the pile of plushies he already won, before hobbling after his comrades. He caught up to them by the face-painting booth. Iron Spider and Miles were already talking to the girl managing it.

"-went that way," she was saying. Miles and Iron Spider thanked her and were off again. Agent Venom huffed, stopping for a millisecond to glare at their retreating backs before trailing behind, nodding to the girl as he passed. They stopped again farther along, asking any the other booths along the way if they saw Spider-Man and, if so, where he went. Eventually, though, they hit a dead end. Spider-Man's trail was lost at a nerf-gun booth. Where they were at was farther from the crowds of people, so there was no one else to really tell or hint where to look next.

Iron Spider scanned the surrounding area. He cursed when he picked up nothing. Miles kicked the ground in disappointment, folding his arms tightly across his chest. "Man, we were so close," he growled.

Agent Venom peaked over the plushies piled in his arms, scanning the place. "Well...this place seems kind of deserted. There could've been a fight,"

"Yeah, but there are no signs of one," Iron Spider rebutted.

"Well it was a few weeks ago if there was a fight it'd be cleaned up by now," Miles pointed out.

Iron Spider shook his head. "No, I mean, it would've been on the Bugle. You guys know how Jameson likes to document everything Spider-Man does," the two nodded. Everyone knew. Jameson was so obsessed, it was bordering on psychotic and scary. You never know who is next target was. "Besides," he continued, "We were at Coney Island too. If there was a big fight, we would've noticed,"

"Yeah...I guess you're right," Miles muttered. So...dead end. His excited energy leaked out of his feet, leaving him with nothing but the feeling of disappointment and sweat. Now, what were they supposed to do? Their lead was a dud and they were expected back at the Academy within the hour. He didn't want to go home empty-handed...again. He couldn't stand the look on Aunt May's face when he told her they failed...couldn't disappoint her any more than they already had.

His fists tightened. No, there had to be something else. Iron Spider was right, there HAD to be.

"Let's scope the place," Miles suggested quickly, "I mean, I know it's been weeks and all but maybe there's still something here. I mean, there's always something someone forgot, like in those detective movies. Let's just...you know...look for clues?"

Iron Spider and Agent Venom looked at him, then glanced at each other. But both nodded. Maybe it was because they didn't want to decline his suggestion, or maybe it was because his voice might've cracked with emotion, but they agreed and separated to search different areas. Miles took a deep breath and looked around his own designated spot.

He searched diligently, almost frantically, for anything that stuck out as odd or weird. This couldn't be it. There had to be more! He didn't want to admit it out loud, and he didn't want the other's to know, but...the truth was: he was terrified. Terrified of what might be happening to Spider-Man - to
Peter Parker - if they didn't find him soon. Terrified that they wouldn't make it in time. Terrified that he'd fail again. Terrified that he was going to lose another Spider-Man. And as much as he didn't want to say how scared he was, he hated that it was so obvious. He could tell Iron Spider and Agent Venom noticed the way his hands shook, and how his voice wobbled and broke, and how they caught his eyes burning and watery when they caught him with the mask off, which was why he kept it on most of the time.

And he hated it.

It was bad enough being the youngest, he didn't want to be the weak link too.

He tried his best to put on a strong face, to stand with his shoulders back and his head high, with no fear or worry. He tried his best to be like Spider-Man.

But...but he wasn't Spider-Man. He wanted to cry and shout and throw a tantrum like a little kid. He wanted to tear everything apart till he found Peter Parker. He wanted to yell at everyone in Coney Island because they HAD TO KNOW WHAT HAPPENED TO HIS BROTHER!

And most of all...he wanted to go home. Go home to his mom, back to his dimension, back to everything he knew because he couldn't take this anymore. He couldn't take losing another Spider-Man. And after seeing the symbol from Spidey's costume bloodied and in a box...he's never felt weaker. He never so unlike a hero.

Miles realized his eyes were burning again. He sniffed and rubbed at them through the mask, which only upset them more. Growling in frustration, he ducked behind a booth, one absent of people, and tore the mask off to properly rub the tears away.

Ugh, this sucked. This was sucktastic. The suckiest of the suckfest.

He took a deep breath, running his hand over his buzzed black hair. It took a moment, but eventually, the lump in his throat cleared and his thoughts settled. He put the mask back on. He didn't have time to cry or whine. Spider-Man needed help NOW. He got to his feet, stepping past the booth.

He just needed to see things from a different perspective, that's all. The manager guy said that Spider-Man looked tensed and in a hurry. In fact, that's what everyone who last saw him said. Spidey was usually the tensest when he was in battle or when he felt threatened. And the only time he really hustled was if a civilian was in danger, that or if Connors made an upgrade to his tech. But Connors had been doing paperwork the whole time they were at Coney Island, which only meant one thing. Spider-Man had been saving an innocent.

But there had been no signs of danger that whole day. If there had been, word of it would've made it back to the Web Warriors. No, it had to be something simpler. Maybe a mugging, or some creepo luring a kid into a deserted place, or an overaggressive cotton-candy maker. It's happened. Point was, it was small enough not to draw too much attention but big enough that Spider-Man noticed.

Which begged one question: Where did it all go down.

Miles scoured the ground for a bit, before abandoning that effort and climbed up a long pole to look at everything at once. There were booths, employees handing out balloons, cotton candy machines, an old fun house, little shops, a trinket stand, a-

Wait.

Miles rewound back to the fun house. It was old and deserted, dusty and peeling under what could
only be described as deterioration. It was separated from the rest of the hustle and bustle of Coney Island, which meant it was definitely abandoned. Also, it was boarded up. Hmm...some of the boards were actually torn off the entrance. Miles felt a thrill of excitement shoot up his spine.

He jumped off the pole and quickly ran up to the building. He stopped the by the doorway, examining where the wood had been nailed in. The nails had been driven in deep, but yet, upon looking over the boards on the ground he discovered that the nails were still intact in the wood. Someone definitely tore them off. Someone with a lot of strength.

Hopping to his feet, Miles pushed a button on his comm to get Iron Spider's and Agent Venom's attention. A minute later, both were running up to him. Or, flying over to him, in Iron Spider's case.

"What is it? What'd ya find?" Agent Venom said, coming to a halt in front of the younger teen. Miles pointed to the fun house.

"Someone tore these boards off," he said, "And they had to be strong to do it,"

Both teens did examine the building. Before they could say anything, Miles added, "It's old, its abandoned, and its the perfect place to capture a hero without anyone noticing. If you guys aren't coming in with me, I'm going myself. I just thought you might like a heads-up,"

Iron Spider shrugged. "Good enough for me," he said, and then gestured to the door. "After you Kid Arachnid, this is your find,"

Miles felt a swell of pride in his chest. Yes, his find. He ducked under the last few boards that were still pinned up and stepped inside the fun house. And immediately coughed. Ugh, it was very dusty in there. Iron Spider walked in next, but Agent Venom hovered near the door.

"What about my prizes?" He groaned, hugging the plushies to his chest. "I don't want them to get dusty,"

"Then keep them outside," Iron Spider said.

"I can't do that!" Venom objected. "Someone might steal them!" He hugged them tighter.

"Then just bring them in here," Miles snapped, "Come on dude, we don't have all day,"

Agent Venom whined again, looking down at his treasure with - what was no doubt - a pout, but carefully stepped inside. With one hand he managed to swipe away a layer of dust from the floor, before carefully arranging the plushies on the ground. The box containing his last plushie was still unopened and remained clutched in his hand. "Okay," he said, "Let's go," Due to the shut-off and probably-no-longer-working-lights, they turned on the night vision in their suits. Well, except for Agent Venom, his symbiote helped him with that.

They ignored the vulgar language and inappropriate pictures drawn in the murk as they made their way through the house of mirrors. The mirrors themselves were caked in thick layers of dust, only disturbed by the words etched onto it. "That's disgusting," Miles gagged at one mirror in particular.

Iron Spider looked over his shoulder, before covering his mouth, affronted. "What is wrong with people?"

"What is it?" Agent Venom came up behind them, reading over their shoulders "Ew, nasty!" he cried and quickly clamped a hand on both their shoulders to steer them away. "You guys are too young for that!"
"Hey, no need to bring the ages into this!"

"I'm only 13! I'll be 14 in 3 months!"

"You're a kid too, ya know!"

"You're not THAT much older,"

Agent Venom shook his head firmly. "Nope. Nu-uh. And it Spidey was here too, he'd agree with me,"

Iron Spider and Miles looked down. "You just had to bring him into this," Iron Spider muttered.

"Well, I'm still right,"

And he was. Spidey probably would've done the same thing. They shrugged off Agent Venom's hands and moved on. Gradually, the mirrors became less and less marked and more and more...clean? They were still dusty, don't get him wrong, just not as dusty as the other mirrors. Which was...weird...But not only because of that, but because only SOME mirrors were clean, each one leading a path deeper into the fun house.

"Uh...is this weird to anybody else," Agent Venom asked. Miles and Iron Spider raised their hands in agreement. But that didn't they stopped. They kept moving till the corridors opened up into a wide chamber. Upon finding it, they DID stop.

There was glass everywhere. Most of the mirrors were broken and some of the ceiling too. Miles stepped into the room, glass crunching under his feet, with eyes wide. Off to the side of the room, a crumpled S.H.I.E.L.D L.M.D lay in a heap, glowing under the night vision in their lenses, looking almost like a dead body. Miles' heart thumped.


"Uh, guys," Agent Venom called. They rushed to his side. Venom met their eyes, before looking at the ground at his feet. The other two followed his lead. There was an indent in the floor with cracks spreading around as if something slammed into it...really hard. Dark spots stained the ground and glass in and around it, and it didn't take a genius to know what it was.

"Blood," Iron Spider muttered. He leaned in closer, "Here, let me just-"

Agent Venom scooted to the side, allowing him the room to properly scan it with his sensors.

A beat.

"It's his," he confirmed. "Spider-Man was here,"

Miles felt his heart rate spike. This was the place. In his gut he knew. This was the place Spider-Man was captured, and by the looks of it, it wasn't a pretty fight. Miles tapped his comm, calling the rest of his team.

"Kid Arachnid, what is it?" White Tiger asked over the screen.

"We found something," Mile said, "We know where Spider-Man was first captured,"

This was a group link. Everyone heard. Cheers from the other teens erupted over the speakers. Whooping and hollering their delight. "Connors is sending agents there as we speak, don't move," instructed Iron Fist.
"Wouldn't dream of it,"

Before the link could be cut off though, another voice rolled over the comm. "Hold on guys," it was Scarlet Spider. "Track my signal too. I found something. It's NOT good,"

Chapter End Notes

HI!

(Kudos to whoever knows which movie my chapter title came from)

BYE!
Crossbones POV

This was why he was never going to have kids.

Crossbones crossed the threshold of his office and sank down into the chair by the desk. The room was exactly what one would think when referring to the word: office. Yes, it had a fancy dark-wood desk with a mobile leather chair, a locked filing cabinet was placed against the wall and a tall lamp shade was by the side. But that was all that could fall into the "office" department of the space.

Throughout the rest of the room was Crossbones own added touches. Weapons hung from the walls, guns, knives, chains, baton, nun-chucks, just about anything. Several target posters were nailed to the wall, already sporting dozens of holes dotting the surface, most of which hung around the bullseye ring. In the center of one particular poster, the Spider-Man mask was pinned, fraying and littered with numerous bullet holes, one of which had shattered the smooth, glossy eye lenses into dozens of fragmented pieces on the floor. A punching bag hung from the ceiling in the corner, and nearby that lay different workout props ranging from dumbbells to pull-up bars. That was where he usually spent his time. Not behind some stuffy desk. He'd rather be moving and fighting, as opposed to scheming or plotting as Arnim Zola Octavius always had.

And look where that got them, he thought mirthfully. One sunk to the bottom of the ocean and the other chained and forced into servitude like a dog. That's what happened when you spent too much time thinking and less time doing.

Aw, but what did Crossbones care. He was in charge until Arnim Zola was back, and who knows how long that's going to take. Honestly, he quite liked being the head of Hydra. It gave him a sense of regality and power. The possibilities were endless with Hydra under his thumb. There were so many things he could, plots he was already planning.

Unfortunately, the only time he would truly succeed with those plans, was when S.H.I.E.L.D was a smoking, burning crater and all its agents were ashes on the ground. Which actually brought him back to his former thoughts.

He looked down at his blood-stained knuckles, flexing his fingers and watching the stained skin roll with the movements. With a small grunt, he grabbed the towel bundled on the desk, put there after...
his last workout, and wiped the blood from his hands.

Maybe he should've felt guilty for beating a kid, one, in fact, that he already strangled to unconsciousness. But this kid, oh no. The kid was practically begging for it. He should've just left when the kid blacked out, but the frustration from the interrogation AND having lost his biggest advantage really pissed him off. He couldn't hold back the punches once he started.

But the kid would be fine. He had a healing factor. Besides, Morbius would take care of it.

"Peter Parker," Crossbones mumbled, rolling the syllables around on his tongue. What a simple name. What a common name. He would have never pegged Spider-Man's alter ego name as something as innocent or mundane as Peter. Maybe he expected it to be extravagant, or odd. Something to match the heroes cocky and smart-ass personality.

But no. It was Peter.

Peter Parker.

Crossbones liked to think of himself as a decent guy, in terms of being a criminal that is. He didn't usually beat go around taking teenagers, holding them prisoner, and beating them into unconsciousness. He fought people more his level, like Captain America or Iron Man. But this kid...

Oh, THIS kid was something different, that's for sure. The kind of difference that made him want to put a bullet through their brain, teen or no teen. The kid was arrogant, sarcastic, annoying, a pain in the ass, and a hell of a lot tougher than he looked. Not only that, but he was an agent of S.H.I.E.L.D. But not only an agent of S.H.I.E.L.D, he was one of Fury's top heroes.

Hell, Nick Fury practically left this kid in charge of the Triskelion when he disappeared. Not that Crossbones was really complaining. It was nice when he needed access to the S.H.I.E.L.D database back with the Carnage-bomb. At first, he'd admit, he thought it was plain stupid to leave a teenager in charge.

But yet...the Triskelion was still standing. He heard about the fiasco with Octviuas new Sinister Six and how he almost destroyed Spider-Man and the Triskelion. But, he failed and Spider-Man defeated him, as the end-result usually was.

Come to think of it, Spider-Man managed to stop the Carnage-bomb too. And Arnim Zola. And sunk Hydra Island. There was a lot more to that kid than met the eye.

Crossbones respected that.

You know, if that wasn't getting in the way of his finding Nick Fury.

That was the reason he had the kid in the first place. Not for petty revenge. If he wanted to get back at the kid for getting in his way, he'd have just shot the boy in the head as soon as he was found restrained in Ock's sewer lab. No, this was Fury's right-hand hero. The kid he entrusted the Triskelion with. It was a golden opportunity.

If there was any information on the Director and his whereabouts, it was in Spider-Man's head.

Ugh, if only it was as easy as cutting the kids head open and just taking the information. Rather, Crossbones was relying on torture and tests to break Spider-Man down. And, while Morbius was having fun at it, time was running out. It was only a matter of time before those other heroes found their leader.
Crossbones noticed the sudden buzz of the superhero community, as they all worked together to find Spider-Man. He had kicked up quite the hornets' nest with that risky debacle with the spandex symbol. And unless he wanted the Avengers busting down his front door, he needed information and he needed it fast.

But he couldn't go too fast with the kid. Torture could be delicate, especially when involving the White Room. If he moved too fast, he could turn Spider-Parker into an incoherent, jumbling mess. But he DID need to speed things up.

Speaking of a jumbling mess, he also needed a way to shut the kid up. There was only so many snide comments and sarcastic snarks he could take before it got to be too much. Besides, they were giving Peter Parker too much freedom with speaking anyway. He was getting too bold, testing his boundaries like some toddler. And just like a toddler, the kid needed to be taught that he wasn't in charge of anything.

Crossbones pulled open the laptop on the desk and tapped into the video feed in Morbius's lab. Upon inspection, everything seemed normal. Morbius was hunched over a lab table, looking into a microscope silently as he jotted down notes. Whereas Doctor Octopus stood still as a statue, in his own corner of the room, still chained to the wall like a common animal and glaring heated daggers at the other scientist.

The video feed was a two-way link. Crossbones called out, "Morbius," to grab the other man's attention.

Michael Morbius looked up from his project and grinned widely. "Crossbones," he rasped, "I'm glad you called, I've been meaning to report my findings to you,"

"Later," Crossbones said, "Right now, I need you to find a way to keep your subject quiet. He's getting too mouthy for my liking,"

Morbius' red eyes brightened in sadistic glee. "I can cut out his tongue,"

Crossbones thought for a second but shook his head. "I still need him to be able to talk. No, I need something temporary...how about that collar he was wearing when we first picked him up? The one Octavius made,"

"Oh," Morbius' eyes trailed over to Doctor Octopus, a sharp smirk sliced his mouth upward. "That's currently being put to use," Crossbones followed the other eyes, and noticed, for the first time, that the collar was actually secured firmly around Octavius' neck.

He almost laughed. The irony was worth having to stifle his amusement.

"As much as I approve," he said, smirking as Octavius switched his withering glare to Crossbones. "I'd rather it was on the subject. We're taking things up a notch. My patience is running thin."

Morbius didn't look disappointed. In fact, he looked eager. "As you wish, Crossbones. You are the boss, after all. I'll gas the room and have it put on immediately,"

Crossbones nodded. "Good,"

Morbius nodded back, wicked eyes still gleaming, pointed teeth barely peeking past his lips, with his gray pasty skin cast in shadows - he looked like a demon sent from hell. "Hail Hydra," he grinned.

Crossbones repeated the words, then shut the laptop off. As much of an asset Morbius was, man was he creepy. Even by Crossbones standards. There was a certain air about him, something twisted and
sinister that was so disgusting, so maniacal, so...Hydra. Crossbones couldn't be happier to have the man in employment. Especially with that energy-sucking power of his. That certainly came in handy from time to time.

He leaned back in his seat, groaning as cramped muscles slowly released tension. Being in charge wasn't easy. But it was so worth it. His gaze wandered back to his hand. Most of the blood was wiped off, but a faint pinkish hue still tainted the skin. He'd need to wash to get it out.

But he'd do that later.

What was a little blood?

---

Chapter End Notes

Another chapter so soon! You guys are so spoiled!

Please excuse the language in this chapter. It was Crossbones, he seemed like the kind of guy who'd swear. But, hey, I actually toned it down a bit. So that's something!
Ben Reilly POV

He didn't mean to stumble upon it.

But he was sure glad he did.

He, Powerman, and Dagger had been scouring the New York sewer systems for hours. They combed through each tunnel and trudged through the sewage, their shared path illuminated by Dagger's light and the flashlights installed in their suits chest pieces, as they searched for anything that would give evidence to the whereabouts of Spider-Man. It was cold and dark in the sewers, the air was stuffy, moist, and absolutely revolting to breathe in. The smell itself was so bad he could taste it on his tongue.

But at least it was familiar.

He spent hour upon hours memorizing these sewer tunnels and their layout, as a part of his training with Ock. It was supposed to serve as both a partial verification for his made up "living in the sewers" story and so he could get around the city quickly to where ever Hydra might need him stationed. As those memories probed to the surface of his mind, Ben felt his jaw clench and a flare of rage shot in his chest, despite his best attempt to remain calm. He's never been much of a "calm" and "easy" person anyway. But at least now his "training" was being used for something good, as opposed to what it was originally intended for. That being emotionally breaking Spider-Man, betraying his family, and completely and utterly destroying S.H.I.E.L.D.

Not that that made him feel any better.

By him, Dagger and Powerman stopped within their cautious pace as an intersection suddenly appeared ahead. Immediately, they looked to him for direction, as they've done ever since realizing he actually knew what he was doing down here. After all, not everyone was familiar with the New York sewer system. It was weird enough that HE was.

He didn't say anything them, or give any directions; didn't even stop as he turned into the tunnel off to the left, verifying that they followed by the slosh of their feet in the muck. The tunnel was just a guess. The other two probably didn't realize it, but they've already faced this same intersection once before and had gone the opposite direction. There was nothing down that way, so Ben decided to turn them back around and try the other one. He didn't think they noticed, and, if they did, they didn't say anything about it.

To be honest, they didn't talk to him much anymore these days.

Not that he could blame them. If one of them had earned HIS trust then stabbed him in the back, he'd probably give them the cold shoulder too. Well, if slashing them or throwing them off a building wasn't his first valid option. Which was completely crude and hypocritical and made him feel even worse than he had before. He'd honestly prefer if they hit or shouted at him, or cussed and cursed him. None of this not-talking-to-him-crap. It'd be okay if they punched or insulted him, he deserved it; he knows and accepted that. But, no. They walk behind him, silent and stiff like there was nothing wrong with this. As if it was okay to walk next to a lying traitor as if there was no reason for them to
ditch him.

At worst, they give him glares or cold looks. But he'd take that 10x over if it meant earning their trust back. But it didn't seem like that was going to happen anytime soon.

Ben withheld a heaving sigh, not wanting to break the already thin silence between them, which was only split by the rushing of water, the screeches of rats, and their feet as they sloshed through sludge and sewage.

But, gradually, his thoughts turned from his moral issues as he noticed as the tunnel around them began to shrink. His pace faltered. It wasn't unseen for tunnels to get smaller, but there was something about this one that set him off. Unsure of what else to do, he shot Dagger and Powerman a quick "Be careful and stay behind me," over his shoulder, kind of hoping they'd argue following - being disappointed when they didn't - as he led them onward. As he journeyed farther in, he could help but notice how eerily familiar it seemed. Not so much the sewage and tunnels, no he was used to those. It was something else, something that danced around the edge of his consciousness, just out of reach of his thoughts. There was something about this tunnel that drew the faintest whispers of familiarity from his already hijacked memories that left his body active with an energetic buzz.

Scowling under the mask, he glanced over at Dagger and Powerman again, briefly, as if hoping they could sense it too. Not that they would. Of course, they wouldn't. It was ridiculous to think that they would. But still...

"There's something familiar about this tunnel," he mumbled over his shoulder, barely above a whisper.

"Familiar?" Powerman repeated. "Familiar how? Like...Hydra familiar?" Ben could sense the judgment in his voice. It was small, as if attempting to hide, but still very noticeable.

"Hydra familiar," Ben forced out, the words tasting like vinegar on his tongue.

Dagger's light bounced around the tunnel as she looked around. "How is it familiar?" she asked, less uneasy than Powerman and more curious.

He shrugged, helplessly. "I'm...I'm not sure. It just seems familiar, but I just can't really place it," "Like deja vu?" she supplied.

Ben looked around the cavern. "Yeah. Exactly like that," Their little conversation tapered off into silence as the tunnel got even smaller and they were forced to step further out in the sewer. They waded through the muck, the dirtied water coming almost up to their waists as they moved slowly through it. Ben, even with his time spent in the sewers, still wrinkled his nose in disgust as his feet squished through the unseen sludge on the bottom.

"Nasty," Powerman gagged under his breath, "There won't be enough laundry soap in the world to wash this smell out of my clothes," "Then get rid of the clothes," Ben commented, unable to stop himself.

Powerman was quiet for a split second, before saying, "I would but I'm afraid the dump wouldn't accept them," "Burn them," Dagger suggested, taking the conversation in stride. "With no evidence, there's no proof they existed,"
Powerman chuckled lowly under his breath. "Yeah, I guess that's one way,"

They walked a few minutes more before a light popped up ahead and a tingle scratched down Ben's spine. He shivered, eyes closing, as a memory seemed to nudge at his subconscious. When he tried to connect with it, a throb pulsed in his temple and the memory bounced away.

"Guys," he said, eyes reopening, "I think there's something down there."

Dagger peaked over his shoulder, "Down there? Do you know what it could be?"

Ben shrugged, once again trying to grasp the smokey memory. "I'm...I'm still not sure," he told her when it slipped through his fingers. "But I think it's something important. Here, follow me and I think-" he moved forward a few steps, only to stop and turn back when he realized they weren't moving. The other two shared a look, a shadow of doubt reflecting off their faces.

Oh. Must've remembered who they were walking with.

Ben turned back around, face burning. His earlier excitement instantly shriveled and was replaced by guilt once again. Why should they follow him, anyway? They trusted him once and look where it got them. He understood their hesitation. He didn't blame them. They had a right to be nervous.

"Never mind," he amended under his breath, "I can go check on it alone," no - wait - they wouldn't trust him to go by himself. "Or I can follow you," definitely not, they probably think he'd stab them in back, literally. "Or...I can stay here-" but that wouldn't work either; they wouldn't leave him alone, by himself. "I-I could, uh....or maybe..."

Powerman saved him from his verbal flailing. "Go on Scarlet, we're behind you," It was neither rude nor friendly, but Ben took it gratefully. Without another word, he purged on ahead, not looking back to see if they were following. But they would. He knows they would. They've got to watch him. Keep an eye on him. But, instead of wallowing in guilt, he looked ahead toward the light, watching as it grew bigger and bigger with each step.

He felt his doubts drip away again as a thrill of excitement shot up his spine. There was something important down here. He could feel it.

Minutes later, the space widened just a little and a circular exit grew in front of them. Ben was the first to crawl through it. In fact, as he did, it felt completely natural. Almost instinctive.

He gasped as soon as he stepped out, finding himself inside a wide cavern, and instantly called out to Powerman and Dagger "Punks, I think we got something,"

It was less of a cavern, but more of a room. The ceiling was high, and everything was done up and reinforced with steel and concrete. Numerous cracks lined walls and water dripped from loose pipes, but judging by the extension mixture of Osborn and Hydra technology, Ben immediately knew what they had stumbled upon.

One of Dr. Octopus's hidden labs.

Only, this one was blown up.

Okay, not completely blown up. But the wall on the far side of the room barely remained intact with a giant, rugged hole blown out through its center. Bricks and dust made from burst concrete covered most of the room and its outdated hardware, covering most of the tech in steel and debris. Nearby, a medical table with bindable leather straps, adjusted so it stood up vertically, was tossed on the ground with a bar impaled several inches into its surface. Ben walked up to it, running his hand curiously
He heard Dagger and Powerman squeeze inside the room. "Whoa, what is this place?" Powerman gasped as soon as he was on his feet, eyes darted around the room, taking in the battered lab equipment and blasted hole as well.

"One of Ock's labs," Ben answered. He knelt down and picked up a broken microscope that had fallen on the floor. "but I think...I think I've been here before," He turned the microscope over in his hand, before letting it drop back to the ground with a dull thump.

Everything about this place seemed familiar. From the small, concealed tunnel leading in, to the tables and monitors and flickering lights. Something nudged at his mind, pushing for his attention. His eyes flickered back over to the medical table where Dagger stood inspecting the leather straps.

"These were cut," she announced, letting one of the straps slip through her fingers. "What do you think happened here?"

But Ben didn't hear her. His gaze remained fixated on the table, as a memory, hazy and fuzzy, pushed to the forefront of his mind. He remembered leather straps on his arms, legs, and chest, holding him down. He remembered someone looming over him, telling him to hold as still as possible as the prick of a needle stung his neck. He recalled gazing up at the goggled eyes of Dr. Octopus, calm, and trusting as his heart rate slowed and his vision dimmed.

He didn't realize he was breathing heavy till a hand softly touched his shoulder. Ben flinched, jerking back, and immediately felt bad when Dagger pulled her hand away just as quickly. "Hey...you okay?" she asked, taking a step back. Her words were terse, maybe said out of curiosity.

Ben swallowed but nodded. "Yeah," he mumbled, forcing the shake from his voice. "Yeah, I'm okay," she opened her mouth to say something, but Ben turned away, pretending not to see, and hurried to the other end of the room to the blast site. He didn't want to talk her right now.

He traced the radius of the hole with his eyes, a theory slowly forming from his thoughts. Nearby, Powerman picked up a glass disk stained a dark color, the center almost black, but a few red smears around the edges indicated that it was blood. Dagger was looking over a cluttered mess of medical tools, scalpels and needles, also stained.

They all met each other's eyes, each coming to the same horrifying conclusion at once.

Before anything could be said, their comms hummed to life. Kid Arachnid's face appeared on the screen. From over the frequency, White Tiger's voice asked, "Kid Arachnid, what is it?"

His voice responded back, excited and breathless, "We found something. We know where Spider-Man was first captured,"

Ben, Dagger, and Powerman's eyes met again, this time bright with their own excitement. Powerman whooped alongside Agent Venom, Squirrel Girl, and Nova at the news as Iron Fist replied, "Connors is sending agents there as we speak, don't move,"

"Wouldn't dream of it,"

Before the line could be cut off, Ben pushed a button just below the image and brought his comm up his face. "Hold on guys," he said, "Track my signal too. I found something. It's NOT good,"

He ended the call.
And done.

Ben's chapter, boo-ya!

So, I'm trying out a different writing method for my chapter that I think is really helping me improve, but I need your guy's feedback. So...does it sounds like my writing improved any? This is one of my first times using it, so there's a chance it all just sounds the same, but if you guys can tell there's a difference, please do kindly let me know.

Thanks!!

Hope you enjoyed what's to come. *evil smirk*
Try Not to Panic

Chapter Summary

I think I gave myself anxiety.... :C

Chapter Notes

Okay, so this chapter might be a bit intense for some people. Just to be safe, I'm putting a trigger warning out there for erratic behavior and (kind of) self-harm(ish) - it's complicated. Like...I kind of think I made myself freak out a little bit, so I'm putting that warning up.

But, read on if you wish. If you don't want to read on cause your not comfortable with it (cause I'm not sure if people are or not), I'll do a small recap of this chapter in the author's notes in the next chapter.

Anyway, enjoy this!!!! (If you can)

See the end of the chapter for more notes

Peter Parker (POV)

He was still waiting to be rescued, and things have just gotten whole a lot worse.

He was back in the maze where things were not going according to plan - or, well, they wouldn't be if he had a plan, to begin with. If anything, the consistent and somewhat helpful process he's become accustomed to was being tossed into a crumpled ball and thrown out of the figurative window.

Whenever he was put in the maze, which was becoming uncomfortably often, he'd find himself alone in a long corridor covered from his neck down in a white jumpsuit that - he guessed was the suit under the straitjacket - with those annoying metal cuffs around his wrists, neck, and ankles. A thick wall blocked him from behind, which gave him only one way to go: forward. Which he did. And every time he ended up at the maze intersection, given a choice between 4 different colored paths to go down.

Black, dark gray, light gray, and white.

So far he's consistently gone done only three of them, which hadn't seemed like a problem since no one made a move to choose for him. But Morbius must've been feeling particularly sadistic today.

As soon as Peter made his choice - choosing to go down the darker gray hall today - the cuffs on his limbs suddenly hummed and a long zip of electricity crackled up his arm. He shouted and stumbled back, gripping his shoulder and glared up at the hidden cameras in the walls. "What was that for?"

"You're not going down that one today," came that ever-familiar nasally voice.
Peter scowled with a hint of suspicion in his eyes, knowing Morbius would pick up on it, before shrugging stiffly. Fine, whatever. What did he care if Morbius decided to be more of a jerk than usual today? He turned to the black hall. It was, honestly, one of his favorite ones actually. Which was weird, because he most definitely SHOULDN'T have a favorite torture method. That probably wasn't healthy.

But, as soon as he took one step towards it, the cuffs were alive and crackling again, this time up his other arm. And, again, he jumped back.

"Nope. Not that one either,"

Peter turned his gaze to the lighter gray one, a sickening feeling already twisting in his gut. He hoped Morbius wasn't going to do what he thinks he's going to do. Hesitantly, almost cautiously, he took a tiny, timid step toward the gray hall. The cuffs hummed, but Peter jerked away several steps before they could shock him, keeping a healthy distance from the hall.

"I think you know where I'm going with this,"

His stomach dropped and he glanced apprehensively, almost fearful, at the white hall. Dread immediately flushed into his system. Even looking at it, he felt his mind automatically shut off from its usual cautious and defensive setting and reset to one of panic and fear. His mouth turned dry and his heart began its ever erratic beating whenever he came in close contact to the AWFUL color. He tried swallowing, but his saliva didn't make it past the desert that became his tongue.

He instantly shook his head.

No. No. No, no, no, no, no, no, no, no, no, no, no, no, no, no, no, no, no, no, no, no, no, no, no, no.

"Yes," Morbius said. Was Peter saying that out loud? "Now, be a good boy and go through the white tunnel. Remember, all you need to find is the exit and you won't have to do the maze anymore," he spoke slowly as if he was explaining the simplest steps of a problem to a stupid child.

A flicker of annoyance for Peter, but that was quickly extinguished by the harsh reality of what Morbius intended for him to do. He shook his head again, fast and alarmed, but more firmly.

No. He was NOT going in there. No. There was no way. Morbius couldn't make him. NO!

Morbus sighed. "And here I didn't want to resort to violence,"

Liar.

Peter's spidey-sense tingled, unintentionally causing him to flinch. But it wasn't from the cuffs this time. He dodged the projectile shot from somewhere in the room. It flew past his cheek and straight ahead into the wall of the light gray area. Only, he noticed this was different than the rubber bullets. For one, it glowed like a streak of light, not a rounded piece of rubber, and second, he could feel the heat of it on his skin as it went past.

Lasers? They were shooting lasers at him now. That was low.

More immediately followed after the first. Peter's mind automatically switched to defense. He didn't even have to try anymore. It was what his body was accustomed to now. He jumped from side to side with the weight of a feather, ducking and dodging as he tried to dive into the refuge of the gray hall. But as soon as he got within 5 feet of it, the cuffs were active once more.

Morbius was really serious about this.
The sudden electrocution caused him to stumble. In retaliation to Peter's blasphemy, the lasers grew in numbers; flying around him like a bunch of angry, radioactive glowing Hornets. He looked, almost longingly, at the black hall. It was completely dark and the hardest of the paths to maneuver in, but it seemed so much better than white. At least he felt as if he could hide within the darkness the black hall provided; it gave him a sense of cover and comfort. As opposed to the white hall, which left him feeling stripped bare and on display. There was nowhere to hide in a white room, everything was laid out naked and simple for everyone to watch.

Unfortunately, even his looking at the black hall was rewarded in punishment. Within a few seconds, the rubber bullets were back and the cuffs were warming up against his skin. Electricity, lasers, and bullets. It was like something about of a lame, low-budget "Cowboys VS Aliens" movie. Morbius's words rang back in his ears, *find the exit and you won't have to do the maze anymore*. That was it? That was all he needed to do?

Of course, Peter always silently suspected that the exit had been in the white hall. He's already scoped out the other 3 paths and there had been no sign or indication of a way out. Besides, Morbius knew how much Peter despised the white hall. It seemed just like his sadistic, batshit crazy (heh, see what he did there) mind to put it there.

Sometimes, Peter found he was actually tempted to go into the white hall. He tried swallowing his stupid, irrational, ever-growing fear and stuffed his anxiety and nerves into an abandoned, lonely corner in his head to sit and grow dust bunnies. But, as soon as he looked at the hall, his knees had felt like jelly, and his heart started hammering, and he couldn't breathe, and he was stuck, frozen, where he stood, unable to move even with the threat of electrocution warming around his wrist and ankles.

And that same thing was happening now. His limbs felt like they grew lead tips, and fell to his sides, heavy and paralyzed. His heart was beginning it rigorous punching against his ribcage, and his breathing hitched and suddenly it felt like he wasn't getting nearly enough oxygen to successfully sustain himself. He began to shake, eyes glued to the long, never-ending white expanse in front of him.

Even his thoughts forgot how to function properly, falling into a relentless circle of: *White. No. Can't. No. No. Bad. White. White. Too white. No. Can't. Can't do it. No.* If he had enough oxygen to talk, he was sure he would've started whimpering like a baby right where he stood. Which only made a mixture of shame and humiliating swirl in with his already panicked thoughts.

No weakness, that's what he's been telling himself for who knows how long since arriving. No weakness! Not for Hydra. Not for Crossbones. And most definitely not for Morbius.

Peter's hands were clenched so hard, they started shaking. He closed his eyes. Ever since he stopped, unable to help himself, the rubber bullets had peppered bruises into his skin and the lasers flashed over his body, leaving the white jumpsuit scorched and his skin burned beneath. But, he was now vaguely aware that they had stopped and the intersection around him had gone quiet. Too quiet. Through the hidden cameras, Peter could feel their eyes on his body. Watching him. Morbius was observing, probably amused, waiting to see what Peter was going to do. Which was stupid, cause even Peter didn't know what he was going to do. With his eyes closed, and everything around him falling into the darkness of his eyelids, it suddenly appeared to him that it was utterly ridiculous to be so afraid.

*White. White wasn't scary. It was just a color. Nothing but a 5 letter word to describe visible light or lack of color. It wasn't even a thing he could hold in his hand. It was a title. A name. Nothing more. There was nothing to be afraid of. He knew that. Spider-Man knew that. What would his team think.*
of him acting like this? Being so afraid of something so harmless.

He opened his eyes in newfound determination.

But his pep talk did little good; the results were the same as usual. The fear was back. The hallway of white seemed to stretch and spin and twist, or maybe that was his own subconscious mind, he didn't know. But it made him dizzy and a coil of nausea twisted painfully in his stomach. He grimaced, suddenly grateful for the little food he had in his stomach. Of course, dry-heaving could happen. But that was something he definitely wanted to avoid. No point putting on an extra show for Morbius and his crazy-eyed goons.

Sadly, Peter must've been taking too long to make the choice expected of him, and Morbius must've decided he needed to make it for him. Peter flinched violently as there was a screech and suddenly three walls dropped from the ceiling, each cutting off the entrance to the gray, black, and light grey halls, leaving the last one open and free.

"Sorry, I got a little-bored watching your internal conflict. Now, be a good little subject and..." he tapered of expectantly as expecting Peter to finish the sentence.

Teeth gritting painfully, Peter stayed firmly rooted to the spot. It was stupid. It was petty. Maybe he just wanted to spite Morbius because he could be a little shit like that. But there was no way he was going to go in there all willy nilly. Especially with Morbius expecting him to be a "good little subject" about it. Oh no. He'd take whatever Morbius threw at him because he -

The cuffs exploded with electricity.

It was so intense, Peter instantly dropped to his knees, shouting in pain as his muscles and nerves spasmed from the sudden onslaught of painful energy. It was more juiced than normal, enough that as soon as it cut off, it left his heart racing as if it was being pumped full of lightning. He groaned into the floor, muscles twitching involuntarily as smoke curled off the cuffs and cloth.

"Get up."

Peter hated how amused Morbius sounded. He contemplated staying put, but that must've taken too long as well; Morbius must've gotten impatient again. Peter was electrified, a bit longer this time, which left him laying on the ground convulsing in pain.

"Get up." He wasn't as insistent. It seemed more of a suggestion. As if he actually wanted Peter to decide whether he wanted to go in the white hall or not.

Because he does, that stupid little voice in his head nagged. Morbius knows you don't want to follow orders. He wants you to disobey. He likes hurting you. You're just playing right into his hands.

Peter hated that his little voice was right. And he hated how he had fallen for it too; falling into Morbius's hands like a rookie. But he still didn't want to listen, because when people gave orders like that it sparked the naturally rebellious teenage side of him. Just the thought of doing as he was told made him feel like he was succumbing to Morbius's will. It was a double-edged razor blade spinning inside and tearing up all logical thought. What was he supposed to do? Listen and submit like he was giving up, or resist and play Morbius's sick game of cat and mouse. Honestly, neither sounded very appealing and both equally infuriating.

But, as it turned out, it wasn't his decision to make after all. The lasers started up again, and so did the bullets. Morbius's irritating taunting had snapped him out of his fear-induced daze and he found he was able to move again. Body still aching from the earlier beating, Peter gasped as he dodged,
muscle throbbing with a deep ache from the electrocution. Upon instinct, he went for the black hallway. But inside of continuing on as he expected, he met a wall. He cursed, having forgotten it was blocked off. Pushing off, he ran horizontally along the wall, before jumping up onto the ceiling and then flipped down on to the ground. He had to keep moving. Moving is what kept him alive.

His eyes flickered over to the white hallway. There were no lasers or bullets in there. Nothing but white walls. Smooth, blank...stoic...simple...horrifying...white walls. His breathing picked up. As did the arsenal zipping around him. It was getting so intense, his vision was swarmed with a constant barrage of glowing light and metal tipped rubber, all buzzing around HIM. His brain felt like it was going to overload with how much his spider-sense was kicking up a fuss. He could hardly even avoid dodging anything at this point, everywhere he moved there was already a projectile halfway there to meet him. All this movement made it hard to focus, the air around him whooshed and whisked with the bullets, the hum of the cuffs was like a loud generator in his ears, the smell of burnt clothing from the lasers stung his nose. It was too much.

His brain was overloaded with the sheer stress being put on his senses.

Choking on his breaths, Peter stumbled back, body barely even able to act on instinct at this point. He needed a moment of relief. He needed just a minute of peace-of-mind. But there was only one way he was going to get that...

Eyes burning, he squeezed them shut.

And ran.

It was simple. It was just taking a few steps forward. But each step felt like a knife in his chest. What felt like a lifetime was probably just 15 seconds. But the change was instantaneous. He felt the atmosphere around him shift from hectic and crazy, to bare and slow. His senses smoothed from its poky feel and he collapsed to his knees, gasping, eyes still firmly shut. The cuffs stopped humming and his spidey-sense instantly cut off.

He was fine. He was safe. It was over.

Or was it...

He opened his eyes and was greeted with an overwhelming extent of white. White everywhere. The ceiling, the lights, the walls, the floor - he looked down and it was on his suit, his covered hands, his padded shoes. It was everywhere, covering everything. And it was - it was overwhelming. It was drowning him; suffocating him; grabbing him by the neck till his face was purple from asphyxiation. How could he have been so stupid to think he'd get a peace of mind here? This wasn't better. This was...it was...

His chest heaved up in heavy, straining breaths and he stumbled back, tripping over his hands and feet till his back was pressed firmly against the white wall. He still jerked away from it, feeling the burn through his skin. He lifted his hands from the white floor, trembling so bad that he feared that if he shook anymore his fingers would fall right off. He was touching it. It was touching him. There was nowhere he could go where it wouldn't be. There were no webs to keep him safe. There was no safety here! All rational thoughts flew out the window as fast as a rush of wind.

He jumped to his feet, circling wildly for a way to escape. But everything blurred together. Or maybe it was just the color. He didn't know. He didn't care. He just needed to get out of there...there! Out there. The entrance to the hall. Out there. With the beautiful gray steels walls of the intersection. He didn't care about the lasers or the bullets or the electricity. Let them zap him, or shoot him, or electrocute him. He'd happily fuse himself to Electro for an entire day if it meant he could get out of
this forsaken place! He ran faster than he thought was possible. He ran with the spirit and drive of a
crazed animal. For survival.

And it was all for not.

A wall dropped from the ceiling right in front of him, inches from his feet, and cut off his only way out. Peter slammed into it, hard. The force throwing him back down on his butt. His hand came up instantly, rubbing the impact spot on his forehead. But he didn't think about his headache for long. He looked up and a cold feeling, like ice cold water, washed over him. He felt as if he had been slapped. Disbelief colored his expression as he reached out with a tentative, shaky hand and placed his palm flat on the wall. It was solid metal. Solid white metal. For a minute he was frozen in time as it heart plummeted like a steel weight. Then came the panic.

His other hands came up to the wall, groping it helplessly. His breathing was raw and short and left his chest heaving. "No," he whispered, pushing on the wall. "No. No! No! No! NO! NO! NO! NO! NO! NO! NO! NO!!" screaming the words like a dying man, he slammed his shoulder into the wall. Then he punched it and pushed it with everything he thought he had. It remained cool and unblemished at first, until, powerful hit after powerful hit, dents began to appear on its surface. His mind was on autopilot now, driven only by his lust for escape. "LET ME OUT!" He bellowed, hitting it again and again. "LET ME OUT! DAMN YOU MORBIUS! LET ME OUT OF HERE!" his shoulder slammed into it. "CROSSBONES! MORBIUS! LET ME OUT!" his shoulder hit it again. And again. And once more. This time, a loud, disgusting POP followed. He hissed, shoulder falling to his side like dead weight and burning as if he'd personally just set it on fire. But it was a minor discomfort in comparison to how he felt.

"GET ME OUT OF HERE!" his limbs were on fire. "GET ME OUT!" his mind was a upturned hornet's nest. "CROSSBONES!!!!!" he felt so exhausted. "MORBIUS!" Drained even. "LET ME GO!" He felt his punches begin to weaken. He tried to put more fuel in his fire. Maybe just a couple more hits and it'd break free. HE'D be free.

He lasted 5 more minutes before he could hardly even lift his fists. Finally, sucking in lungsful of breath, he leaned against the wall, forehead pressed up against the surface, hitting it half-heartedly. "Please," he whimpered. His eyes were stinging with emotion, he didn't know when he had started crying. When he tried, he couldn't swallow past the lodge in his throat. "please..." No answer. Morbius had gone silent. Completely drained, Peter slid down the wall and slumped onto the ground. His breaths stuttered and he hiccuped.

He felt wreaked and stretched thin. Like someone had spent hours splitting him apart and dissecting his insides before hastily stitching him back together, but forgetting to put back a few vital organs. He hiccuped again, wishing unconsciousness would just take mercy on him already and take him away from this awful place. Falling into a crazed, daze-like state, he huddled closer to the wall wanting to feel small. He succeeded in becoming as small as a bug for a minute before suddenly, something flashed out of the corner of his eyes. His head jerked up in surprise. Upon a wild inspection of the hall, he found that there was nothing there. He was still alone. But...he felt for sure that....

Something seemed to itch along his skull. Not spidey-sense, but something not quite...right. There was a fluttering caught in his peripheral vision and once again he looked for it. But still, there was nothing there.

"That's it," he whimpered breathlessly, "I'm..." he took a shutting breath. "I'm going crazy,"

There it was again. Something moving just out of his line of sight. This time, Peter stumbled to his feet, looking around almost desperately. Was Morbius lying? Was there even an exit here? Maybe it
was something else. What if they locked him in with a monster?

A monster, he chided half-heartedly, looking wide-eyed and nervous at the other hall that stretched and turned off into a bend. I sound like a little kid. But that didn't stop him from skittering to the side nervously when he felt a breath down his neck.

Did something just brush his back?

There was definitely something touching his arm.

Hyperventilation came back. And it came back hard. He whirled around, threading his fingers into his hair just short of pulling. No, there couldn't be anything here. It was just Morbius messing with his head. That's what Morbius DID That's what he did best. Or was it Morbius? Dr. Octopus liked messing with people head, maybe it was him.

But wasn't he locked up?

Maybe he rejoined Hydra.

But he hates Hydra as much as Peter does.

But he still hates Peter a whole-darn-lot. Maybe that was enough to turn him back.

His thoughts were no help. He couldn't even trust his own mind anymore. Peter forced himself to ignore the growing movement in the corner of his eyes and practically ran back to the wall to slumped back down on the ground, hands shaking. It was still too white. He could almost feel the straitjacket back around his arms, binding him down and making him unable to move. Sometimes even taxing his breathing. He crossed his arms in defiance to the illusion, as if to rebel against the fears his mind was insistent on coming up with. "Breath," he whispered, "Just breathe," he counted every second of his breaths in his head, remembering the way Danny and Aunt May did when they meditated together. 5 seconds inhale. 8 seconds exhale. That was the way. If he just followed that, everything would be okay.

He breathed. He didn't know how long he just sat, stiff bodied, with his head against his folded arms and his eyes, squeezed shut, just breathing. Eventually, though, his scattered mind was eased just enough that he could open his eyes to stare into his covered arm. There was white out of the corner of his vision, but he forced himself not to think about it. He shoved the thought deep in his mind and buried it under all the other insecurities he had and focused all of his attention on the creases in his jumpsuit. It wasn't as white anymore. There was something different about it. Peter had to blink several times before it clicked in his head.

Blood. There was a smear of blood on his sleeve.

Peter's breath caught. Slowly, he lifted his head but his gaze was fixated on the blot of red in the clothing. It was so weird. So paranormal. It's bright color against the starkness all around him. It was...amazing. New. Soothing. He suddenly found that it was easier to breathe.

His eyes dared to wander past the mark and down to his arm where they snagged onto his hand. The gloves he was outfitted with were torn around the knuckles and bloody. Now that he thought about it, his hands hurt. Really hurt. The kind of sting that only came with ripped skin and the possibility of broken fingers. He grabbed at the sensation with a grip that would only be pried from his cold dead body. This was good. He could feel it stabilizing his thoughts, bringing him back to the ground. It was as if all of his anxiety and fear left with the blood, and was replaced with relief and comfort.

He flicked his gaze over to the dented wall. Blood flecked the white surface and, somehow, made it
so much easier to look at. It wasn't so empty. There was something there.

The panic left. His chest still heaved, but it wasn't as bad anymore. Physically, emotionally, and mentally exhausted, Peter tilted his head back against the wall and closed his eyes. His body shook from his earlier adrenaline rush, but his heart was beginning to calm somewhat. He folded his arms over his knees, hugging them to his chest like he was 8 years old again and hiding from the boogeyman under his blankets.

He didn't notice when he fell asleep. But he could still feel the cold, hungry eyes watching him, even as he slept.

Chapter End Notes

Holy...I just...wow this chapter ran away from me. I think I need to go take a walk...

Excuse me.
Hello, and we're back!

So, that last chapter was kind of intense. Is it weird that I'm starting to get nervous around the color white? Like, Peter is making a lot of sense with his fear and my white lamp doesn't seem so innocent anymore. *glares at lamp* Watch yourself, mister.

Anyway, I promised a recap of the last chapter in this chapter, so here it is (if you read the chapter, you may proceed down to where this next chapter begins.): Peter is in the maze again. Upon coming to the intersection with the gray, black, light gray, and white halls, he chooses which one he wants to go down (hint: not the white) but is electrified and interrupted by Morbius, who tells him he is not allowed to go in that one today. Wary, Peter chooses a different hall. As before, Morbius stops him. Now cautious, Peter goes for the third. But it's the same results every time. He realizes Morbius wants him to go down the White Hall, of which he refuses due to his terror of the color. In insistence, Morbius cuts off his access to the other three paths, leaving the White one open. In continuation, he then fires the rubber bullets (and the newly added lasers) at Peter in hopes of spurring him into action. Peter manages to evade them for a little bit before his senses get over-whelmed and he forces himself to run into the White hall just to find a moment's peace. Once there, he immediately believes it was a mistake and tries to get out. But, Morbius being the jerk-face he is, blocks his only exit and leaves Peter to his mental torture. Panicked, exhausted, and freaked out, Peter tries to force his way out by hitting into the block, before, eventually, he runs out of energy and sits on the ground. Still panicking, he thinks he see's things moving out of the corner of his eye. Getting worked up again, he has a panic attack before forcing himself to sit and calm down. While trying to do that, he notices his hands (and the walls) are bloody from when he was beating them with his fist. The contrast of red against white is enough to calm him down and he gradually falls unconscious, aware of the eyes still watching him through the camera.

Yeah...so, intense chapter that was. *shudders* I got way drawn into that. But here this is!!!

See the end of the chapter for more notes

Harry Osborn (POV)

Everything was slimey.

Granted it wasn't as bad in the lab itself, but the important term right there was: not AS bad. Because let's be honest, it was still pretty bad.

Nose wrinkling in disgust, he attempted to wipe the layer of goop he accidentally scraped off the
walls with his fingers into his leg. Unfortunately, though, the metal of his armor wasn't exactly the best for wiping things off, especially if it was sewer goop. Sure he couldn't actually feel the slime ON his gloved fingers, but he could still see it and it was absolutely disgusting and that almost made it worse. He tried to fling it off his hand by flicking his wrist, which succeeded in only getting a little bit off. But it also earned him a sharp:

"Harry!"

Harry winced when he saw the goop in Mary Jane's hair, who was standing right next to him. "Oh," he tentatively picked some of the stuff off, "sorry MJ,"

She flicked slime off her shoulder. "It's fine," she grumbled. "But, you know, if you're so worried about sliming up your suit, then why don't you just get out of it for a while. It's not like it can get dirty just sitting there,"

"Well, yeah" Harry agreed, "but then I'D be the one getting slimy."

Green eyes rolled in exasperation. "Ever the boy scout, aren't ya Har?"

He huffed a chuckle at that and picked up a stray piece of piping from the floor to scrape the remaining goop off his hand. "Hey, I never claimed to be a boy scout," the pipe scraped shrilly against the metal, enough to earn a small whine, to which Harry scowled at. "Besides, I just got the armor back. I don't want my dad to think I can't take care of it." On the subject of his dad, he instantly found his eyes wandering over the room to find the red, white, and blue armor similar to his own. He spotted it standing farther off into a corner. The visor was up, revealing the sharp cheekbones and piercing, yet serious eyes of Norman Osborn as he examined the remains of, what could've been, a computer system.

Satisfied that Osborn Senior was still in the room, he allowed his eyes strayed from his dad and over the sewer lab. It wasn't very small, but Harry couldn't help but feel a bit claustrophobic. But, that could've been because of all S.H.I.E.L.D agents and detectives placed abundantly throughout the room, including some of the students from S.H.I.E.L.D Academy, all of whom were moving debris and placing delicate pieces of technology in boxes or bags to be shipped to the Triskelion. His observations stopped at the giant hole in the wall, the one he and his dad and been escorted in when they had gotten here. He noticed as MJ's gaze follow his own. HE couldn't help but asked her,

"What do you think happened?"

MJ's lips pursed as her eyebrows straightened on her forehead. He knew that look. That's the look she got whenever her mind switched to "Reporter Mode" as he and Peter like to call it. He could practically see the gears turning in her head. "Well, based off what I've heard and some things I've observed, I think - and this is a guess so there's the chance I'm not right - that after Ock knabbed Pet-

"she winced, and quickly corrected, "S-Spider-Man. He brought Spider-Man here. I'm guessing Ock was in the process of...of experimenting on him and then something happened that caused them both to move location,"

"Why do you think Ock was experimenting on...him?" Harry asked, biting his lip. He wasn't quite sure if he wanted an answer to that, yet still, he felt a pulling urge to find out. What was going on with his best friend? What happened?

"I saw some bloodied tools on my way in here. And..." she looked down sheepishly, "I MIGHT have snuck into their reports to see what info they had." she caught his surprised look. "Only a peak, I swear. It was all I could manage without getting caught. All I looked for was the blood match, which, by the looks of it, DID seem to match" her voice lowered to a whisper as if saying the name would attract attention, "Peter's. Of course, I'm not sure of what happened, I still need concrete facts
Harry nodded, giving her a small, somewhat forced, smile. "You're going to be a good reporter, MJ."
She ducked her head in a way that suggested that she was blushing.

"Thanks," she sounded pleased.

"Where do you think they went off to?" he continued, squinting as he peered around the room as if the unknown location would appear behind some nook or corner. "Another hidden lab? A house? Does Ock even own a house?"

MJ shrugged. "I'm not sure, I mean, he could be ANYWHERE at this point." she too looked around, as if hoping to spot Peter coming behind a bend or tunnel. Which, no such luck. She sighed, rubbing her neck in an irritated manner. "I just wish I had more to go off, you know? If I had more info, I'd just go off and find him myself. I'm sick of waiting around just expecting something to happen,"

Harry nodded in full agreement, his own irritation drawing to the surface. "Same here. I know I'm new to this 'hero' thing, but I thought there would be a lot more action, then, you know, just - waiting. I want to find Peter now, and no amount of digging through this old garbage is going to do anything!"

"Harry?"

Harry whirled around, taking a surprised step back with how close his father seemed to have materialized in front of him. Norman frowned as if having overheard their conversation. "Problem, son?"

He shook his head several times, grimacing like a kid caught talking behind his friends back. "Uh, no. Nope. Everything's good. Just talking with MJ, dad, that's all..."

Norman's frown deepened. His head cocked to the side as if observing, before flickering his gaze to Mary Jane. "Ms. Watson," he acknowledged with a small nod. "Forgive my questioning, but how did you get down here anyway?"

MJ crossed her arms, almost challenging, as she replied, "I can be very stubborn when I want to be," Norman continued to look at her, probably not fully convinced before shrugging and turning away to look back at Harry.

"Well, we're going to be leaving soon. Don't wander off,"

Harry's cheeks reddened. He was 17 years old. 18 in a few months! It's not like he was going to back out the blast hole and get himself lost in the sewers. It stunk bad enough the room by itself. "I'm not a kid Dad. I'm not just going to wander off and get lost. I'm not stupid!"

Eyes narrowing, Norman raised an eyebrow at the snappy tone. "Harry," he warned. "Don't start with me. We'll be leaving in just a few minutes, DON'T wander off," with that, he turned and walked to Dr. Connors, who was standing farther off to the side listening to the reports of a few agents. Harry grit his teeth and looked down, trying to wrestle down his enflamed irritation.

His eyes caught MJ's questioning ones, in which he exploded in defense, "I just wish he'd stop treating me like I'm 10!"

She sighed l she had already come to a conclusion. "He's just worried, Harry. I mean, with all that's happened to you - the both of you - he has every right to be worried."
"I know!" Harry snapped, rubbing his forehead huffily. "I know. I get it. We both went through a big suckfest. But that doesn't mean I want him to baby me for the rest of my life." he folded his arms and glared at the floor. After a minute, his expression softened. "I - I know I shouldn't get mad. I love having him around again, it's the nicest our relationship has been since - since mom died, and I don't want to lose it. But," he fidgeted with his metal wrist gauntlet. "But I still want to be able to have fun with friends or go out for pizza without him looming over my shoulder like I'm some little kid who can't protect himself."

MJ put a gentle hand on his shoulder. "That's understandable. But, just keep in mind his side of the story. I think this is his way of trying to be there for you when he hasn't. I mean, a lot of what you went through was partially his fault," Harry gave her a hard look, after which she added, "I'm just stating the facts, don't get your metal shorts in a bunch."

He sighed and ducked his head to rubbed jerkily at his neck. But, after a second or two, he looked back up at MJ and humored her with a small nod. "Yeah. Maybe you're right," he held her eyes for a few seconds longer, before scooting his gaze toward something less piercing. Off to the side, he noticed a group of the Academy students talking. There were some he recognized, like Powerman and White Tiger, but there were other's he didn't know. One was a girl with blonde hair, a white and light gray suit, with a silverish crescent around her eyes. She helping a boy - wearing a black and red spandex suit with a spider on the chest - search a few dark crevices in the walls, using some sort of glowing stick or knife to light the shadows up. There was another kid nearby them, a boy, with long blonde hair, a necklace of animal teeth from his neck, he had no shirt, and wore pants that resembled leggings with a Tarzan-looking loincloth that finished it off. Right next to him was...

"Is that a sabre tooth?"

Mary Jane followed his surprised look. "It's a Smilodon, actually," she said.

Harry glanced at her. "A what?"

"A Smildon. Well, I guess they've also been known as Sabre Tooth Tigers, so you're not wrong."

He gave her a weird look.

"What?" MJ demanded, crossing her arms. "I did my research on these guys. That dude," she nodded at the shirtless boy, "his name is Ka-Zar, and that," she glanced at the sabre tooth, "Is his brother, Zabu,"

"His brother?!"

"Just...just don't question it Harry,"

He glanced between her and Ka-Zar. Then nodded slowly, though his eyes seemed unsure.

"Umm...okay...if you say so," He looked back over to the small group. "So, uh, whose the rest of them then?"

"I'm guessing you already know Powerman and White Tiger," MJ said, "but the girl in white," she pointed to her represented subject, "is called Dagger, and the guy she's by," her finger switched targets, "is Scarlet Spider,"

Harry frowned. That name sounded familiar. And not a good kind of familiar either. "Hey...wasn't he on the news?"

"Scarlet Spider?" MJ questioned. Then nodded. "Uh, yeah, he was. There are rumors that he was part of the Sinister Six uprising against S.H.I.E.L.D Academy a few months back."
"Uprising," Harry repeated. His eyes narrowed in scrutiny. "Didn't he betray Spider-Man?"

He was slightly surprised when MJ shuffled her feet awkwardly. "Well," she mumbled, "There were a lot of reports of them fighting down in Queens when Dr. Octopus had that weird island of his, Octopus Island I think he called it. But, I'm not sure. The details are kind of fuzzy around that whole event." she fiddled with the zipper on her jacket. "I'm not quite sure what to make of that story. The Bugle thinks that Scarlet Spider might've been trying to 'rid the word Spider-Man', but, even so, if they did fight it doesn't make sense why Scarlet Spider is still around. S.H.I.E.L.D usually puts the bad guys in jail, but if he's still with them..." she trailed off, almost in thought. After a moment, she must've realized Harry was still watching her and grimaced with a shrug. "I don't know. I need to know more facts before I can give a clear answer,

The answer left him irritated. He leveled his scowl back at the red and black suited "hero". There was a certain aura about him that left a bad feeling in Harry's gut. He didn't like it. "Sounds to me like they're covering something up," he muttered. There had to be some truth to the rumors. Something just didn't sit right with Scarlet Spider; Harry didn't know him, but he still felt he couldn't quite trust that spider.

But he was cut out of his thoughts by a heavy clunking thud from behind him and the clear, sharp tone of his father's voice. "Come on, Harry, it's time to go,

Harry stared at Scarlet Spider a few seconds longer, just enough for the other to sense it and look over. Their eyes met briefly. Harry couldn't see past the red eye lenses, but he hoped he conveyed the fact that he didn't trust this member of the "Web Warriors". He hoped Scarlet Spider knew it too. A beat passed, then he tore his gaze away and walked to his dad, mumbling a goodbye to MJ as he passed.

His face-plate shot back up, covering his irritated glare. Norman looked at him, visor not up yet, in concern, and repeated a question from earlier. "Is there something wrong, son?"

Harry shook his head. "Nope. Just fine, dad," he spared a glance over his shoulder. Scarlet Spider had his back turned again. "Just fine,"

Chapter End Notes

I'm trying to find a good schedule to update in. I'm doing duel-enrollment this year (an English class) and it's been taking all of my time like some hour-sucking vacuum. But I've been learning a lot and I hope it shows. Anyway, I can't say when the next update will be, but with any luck, maybe next week.

But thanks for reading!!
Hey-o! So, here's another update from this! WHOO HOO! My thoughts for this story have been growing lately and I might change up the plot a little bit.

Also, I've kind of been neglecting my "Animal Instincts: At War with Monsters" book, and I feel kind of bad, but I don't think I can concentrate on it until THIS book is done, or at least near completion. So, I think I'm gonna break myself from my other books to give this one some love and attention and REALLY spur it on. Much thoughts in my head, much thoughts.

Anyway, enough talk! Onward with reading!!

See the end of the chapter for more notes.

Norman Osborn (POV)

It was a relief to finally get out of that retched sewer.

There were many things Norman Osborn was willing to do to help those who've helped him, from offering money, funding a project, or giving to charity; but spending hours and hours in disgusting, stinky tunnels surrounded by waste, rats, and slime was really pushing it. He felt nothing but relief when he, Harry, and the two S.H.I.E.L.D agents escorting them made it out past the sewer and into the subway tunnels above as they made their way to the surface of the city. As it turned out, manholes were too small to fit industrious, powerful armor through. So, he and Harry were forced to take a long detour down the subway tunnels to make it to one of Dr. Octavius's recently discovered labs. Of course, it probably would've been easier to simply leave the suits back at Oscorp, but Norman would admit that he's grown fond of the security and protection his armor brought him, and the mere thought of being caught unprepared left him feeling anxious and paranoid - which is a feeling he rather tried to avoid.

He's been caught unprepared a startling number of times in the last few years: once, years ago, down in Otto's Oscorp lab where he was first turned into the Goblin, again when he was turned into the Goblin a second time in front of the New York prison, and a third time when Otto attempted to turn him Goblin in Oscorp - if not for Spider-Man's interference, then his own son, Harry, would've been the new Goblin. Hell, Norman was even caught unprepared when Harry became Anti-Venom and was stuck in a coma for weeks on end. But Norman has learned from his mistakes and there was no way he was going to allow himself to be caught unprepared again. Not him, and not definitely not Harry.

His small group walked a few more leagues before the S.H.I.E.L.D agents declared their orders of heading back to the lab. Norman voiced his thanks in return and assured them he and Harry would be fine making it back up top on their own. The agents were quick to leave and soon enough it was just him and Harry. They would be fine in the subway tunnels anyway. Thanks to a bit of
S.H.I.E.L.D authorization, all the subway tunnels leading near Otto's lab were shut down and not in use, which meant there was no need to worry about oncoming trains or stepping on the third rail and risking electrocution. The only threat they were at risk of was being bombarded by rats or attacked by a homeless bum in the tunnels. Nothing they couldn't handle if the situation ever came up.

But, upon glancing over at his son, it wasn't homeless people or rats Norman was concerned about. His concern centered more around Harry, who was walking quietly next to him. His son had been oddly silent since they left the lab, his arms were folded tightly across his chest which meant he was probably irritated, but his expression was a mystery thanks to the visor over his face. Norman looked away from him, focusing on the railings in front of him so he didn't get his foot stuck between the tracks again.

Ever since returning from being Goblin the second time around, he's been working on spending more time with Harry and learning more about his son in both behavior and actions. And, if Norman's noticed anything, it was that Harry either folded his arms or put his hands in his pockets when he was agitated. And if body language was nothing to go by, Norman had seen Harry's irritation back when he had been talking to Mary Jane. Before they left, Norman had noticed how concerned, irritated, and even angry Harry looked. Not that Norman blamed him. It was the kind of reaction he'd expect when one's best friend was taken.

Not that he was going to tell Harry he knew Spider-Man's secrets. There was a time and place for such things.

For months now, memories of his time as the Goblin have been slowly resurfacing, drawing up to the surface of his mind like bubbles in water. He recalled the schemes, the technology, his state of mind, and shuddered for it. There was no darker or crueler person Norman knew than the Goblin. That monster was more sick and twisted than Octavius could ever hope to be and Norman was ashamed to know that it had been a persona built on him. He remembered the battles between the Goblin and Spider-Man; how much the Goblin enjoyed scheming and plotting and watching Spider-Man writhe in pain or fall right into his lap. He remembered the Goblin's own desire for greater power - power like Spider-Mans - and the trip through universes to collect Spider-Men DNA. It was in this time that Norman recalled that Goblin had figured out who Spider-Man was: Peter Parker; Harry's best friend. The boy they had stopped for by the side of the road on a rainy Thursday evening to offer a ride home. The same boy who's been to his house dozens of times, playing video games or watching scary movies with Harry. The same boy who had more interest in science than any other kid he could think of.

Admittedly, Norman thought he was being delusional when he woke up weeks ago with the memory of Spider-Man's identity still a fresh replay on his mind. He couldn't bring himself to believe it at first. Like, seriously? Peter Parker is Spider-Man? That would mean that he had been fighting his son's best friend as an alter-ego villain for years. Which was absolutely crazy and insane and Norman refused to believe it.

But then, he spent hours and hours in bed afterward thinking it over before it finally clicked. Why else would Spider-Man have had such a keen interest in the Osborn family? Through ever debacle with a villain or problem that inherently sprung up, Spider-Man had been there with the eagerness of a child just wanting to help. Sometimes, the hero would just show up out of nowhere, all ready to face the villain before the fight had really even begun. No matter how many rude comments or cold shoulders he was given by both Norman and Harry, Spider-Man stuck by their side, as loyal as ever. Before, when he was after Spider-Man's powers, Norman had thought that Spider-Man's insistence on being close was just a clue that he was onto Norman and his schemes for spider-soldiers. But after a while, that just didn't seem like the case. Spider-Man was as loyal to the Osborn family as a dog, and after a while, Norman has decided not to look a gift horse in the mouth and had just accepted the
fortune of Spider-Man's naivety. But now it all made sense. Peter Parker has been a long-time friend of the Osborns, even before Spider-Man was born into the world. Peter has always been a loyal friend to Harry and consistently treated Norman with respect. Honestly, with how attached Spider-Man had been with Harry, Norman should've made the connection right off.

Consequently, ever since that realization, he has taken to observing Peter as well - looking for signs that would verify the truth - and as soon as he started that it became all too obvious. The jokey demeanor with his son, the knowledge in science - even their voices matched when he thought about it. There was no doubt in his mind that Peter was Spider-Man - it was so obvious that Norman felt like a sub-intellect for not seeing it before. In his defense though, Peter was pretty good at downplaying his powers.

And it seemed Harry knew about it as well. Norman's noticed his son's sudden soft spot for Spider-Man - after months of hatred of said hero - and how he now stood in Spider-Man's defense whenever the web-slinger was the target of the media's backlash. Not to mention, he and Peter seemed closer than ever. Norman had no doubt in his mind that Harry knew of his friends outside hobbies. He just wished one of them would have piped up about to it him instead of leaving him in the dark. Not that Norman could blame either of them for wanting to keep it a secret, but still, he WAS Harry's father. He should know about these things if ever the situation that one of them was kidnapped by a villain, in which case, this was.

Although, Harry did seem to be taking this whole debacle fairly well. Maybe it was because he didn't want Norman to suspect anything, but he was taking the fact that his best friend was captured better than Norman would've thought. Harry looked worried, angry even, but there were no major outbursts or emotional breakdowns that usually came with this kind of loss. Norman was surprised and, to be honest, also concerned. It was one thing to be worried for the hero who stuck by the Osborn family through thick and thin, but it was another thing to lose a loyal best friend who never left his side. He would've thought Harry would have a more emotional response to having his best friend taken, but that just didn't seem to be the case. There was almost no emotion. Ever since the students of S.H.I.E.L.D contacted Norman and told him - and inadvertently, Harry, - about Spider-Man's disappearances, Harry has been quieter and more drawn in on himself. The most emotion Norman got out of him was clipped answers when talked to and snappy responses when pushed. In fact, the most emotion he's seen from his son so far was when Harry was talking to Mary Jane down in the labs. But since they've left, Harry has drawn himself back into his quiet shell once again and was silent - even now with it being just the both of them.

Norman snuck a glance at his son through the corner of his eyes; still no change. Nothing but folded arms and quiet armor.

Despite the enfolding silence, Norman couldn't help but think he should do something to add comfort - that's what a good father did in times of crisis, right? He cleared his throat hesitantly, cracking the silence open like a whip as he said: "Don't worry, we'll find him, Harry."

Harry's steps faltered for just a second as he glanced over at him in surprise before falling back into his rhythm while nodding once. "Okay."

"S.H.I.E.L.D is doing everything they can," Norman added. "So are the Avengers. Spider-Man was a close friend to our family and has helped us in so many ways; I promise I won't rest until he's safe again."

Harry shrugged, "If you say so," he mumbled, but Norman caught on to the hint of bitterness hidden in his words. His lips pursed and he forced himself to look away. Maybe there was something more going on with Harry other than loss and worry. Frowning, he opened his mouth to say something
more but found it clicking shut again when nothing came to mind. Was there even anything he could say to make Harry feel better?

The loss was no stranger to Norman. When his wife, Emily, died, there was nothing anyone could say to make him feel better. No amount of empty condolences or well-wishes could fill the gap left in his heart. When Harry was stuck in a coma, there was nothing the S.H.I.E.L.D doctors, Curt Connors, or even Spider-Man could say to stop feeling the rage and bitterness welling up inside him. It was the type of emotions he remembered best from his Goblin experience; the kind of emotions that burned and festered till it felt like poison running through the veins. A poison that was only cured when he saw Harry walk into the Oscorp building after the Carnage-incident, eyes open with a big smile on his face as though he had never left.

Norman had a feeling that the only thing that would cure Harry's poison was seeing his best friend alive and well.

With nothing more to say, he took a card out of Harry's deck and remained silent, making an unspeaking promise to Harry that he would find Peter Parker and cure that poison before it festered into something intolerable. He remained quiet the rest of the way up to the surface of New York.

Two hours later, Norman sat in his office chair milling through files on his computer's database. Harry had retired to bed as soon as they returned home, only mumbling a quick "good-night" before disappearing to his room, which meant Norman's plan for ordering a late-night pizza dinner for two was no longer an option. So, he grabbed himself a donut and a cup of coffee and went to his office to get to work. An hour later, the donut lay half eaten and the coffee had long since gone cold, both were now forgotten off to the side as he dived deep into his computers systems and matrix.

When Otto had been in his service, he has installed cameras in the man's workspace, some Otto knew about and some he did not. Norman liked keeping an eye on his employee's, especially Otto. And once Octavius had betrayed him and set up home elsewhere, Norman had tracked as many labs as he could find that belonged to his fleeing ex-employee and installed a camera system in each one. Of course, this was quite a while ago and Norman grimly believed that most of the systems were no longer working, and even if there was the chance that they still were, there was still the possibility that he had cut himself from them when the labs were no longer in use by Octavius. Sadly, Norman's memory was still kind of splotchy in that area. He had only been recalling the Goblins memories for a few weeks now. Every other night - and sometimes during the day - he'd find himself falling back into the past, always at a time when he had been the Goblin. Every incident brought him new information, some that made him angry and some that left him guilty and ashamed, but each one helpful in its own way.

Unfortunately, though, he couldn't recall much of what he did with the camera's and their video-feed. Maybe the Goblin had grown bored of watching for Octavius, or perhaps the systems just proved unhelpful, and he disabled them. But Norman couldn't help but believe that that wasn't the case. As insane as the Goblin was, he was also extremely clever. He liked catching his enemies unaware, and he liked being in control. It didn't make much sense of him to cut off his main connection to finding Dr. Octopus. No, Goblin must've done something with the video-feed; he must've stored it somewhere, or hid it in a place his enemies wouldn't find it. Camera data and connections could be tracked, after all.

Norman sighed and leaned back in his chair, rubbing his eyes in an elongated fashion. He glared at the computer, wishing that Goblin would've been lazy just once. However, that wasn't the case, and he knew there was no way the data would be on his office computer, nor in the one in his lab. That
would be too obvious.

The memories that he recalled always came back sporadically and never in a specified timeline that he could track. Sometimes he would dream about his time flying through alternate dimensions, then the next night he would remember the first fight he ever had with Spider-Man, and sometimes he would have the same dream about the same event over and over again. And within those memory relapses, he has only remembered one of Goblins hideouts and that one was already blown up.

He sighed again. Maybe he was just going to have to face it; the feedback was gone. Maybe he really did disable the videos and trash all their data. Maybe there was nothing Norman could contribute to the search for Spider-Man. Maybe all he was doing was chasing after false leads and dead ends. Maybe he too was feeding Harry empty lies and broken promises. Reaching up, Norman turned the computer off, snuffing out the main light of the room and allowing the light of New York to bathe it in a soft glow. His fingers rubbed his temples roughly as if that would bring forth the information his brain refused to give up. When nothing came did though, he sat back in the dark for a few more minutes, staring at the light stretching across the ceiling like a rubber band. Eventually, after a while of listening to the music of New York, he pulled himself to his feet and headed up to his room. He changed into his nightwear, went through his regular night-time schedule before collapsing on the silky, soft sheets of his bed. His eyes were closed before he even realized why it was so dark.

Norman was king of the world.

Yes, the scrapped together helicarrier was slimy and covered with algae after the abuse it suffered from the ocean water, and perhaps S.H.I.E.L.D would be on his case any second, but it was within those seconds he was the King of everything. Superior in strength, build, intellect - it was a wonder why the world didn't see it. Why were they so blind to the gift he could offer them. All they ever did was wriggle and writhe and fight against something they didn't understand. It was sad really. But he was going to MAKE them understand. Sometimes to change the world for the better, you had to change its people first.

Far below, he gazed down at New York, the city that shown like a glittering diamond just ripe for the picking, filled with the reflective images of millions of servants and soldiers and subjects all suffering under the whims of humanity. A sad truth that needed fixing.

He took a deep breath, feeling his lungs with the cool night air, letting it carry away the stain of his problems. Tonight was just right for conquering. And if all that wasn't enough to make him feel joyful, then watching the red and blue idiot in front of him being beaten by his own team was.

White Tiger, Powerman, Nova, and Iron Fist, all of which were goblins, completely loyal to him and all he said. They were bigger, stronger, faster, better, and - his favorite part - crueler. Not only were their attacks physical, but also emotional. Oh, how he loved watching Spider-Man squirm, to look around in disbelief at the people he once knew. To take in their perfection. But Norman knew Spider-Man didn't like it. He knew the arachnid wouldn't appreciate it, and it didn't take long for the "hero" to turn on him, evading his team's offensive attacks to run at him yelling, "Change. Them. Back. Now!" and emphasizing each word with a punch.

But Norman wasn't even fazed. He counter-attacked each hit with ease, the strength of the new battle suit he had constructed made it easy. Spider-Man was angry and unorganized, it was like watching a brightly colored child throw a tantrum. But there was time for that later. Norman stopped a punch aimed for his chest, tightening his grip around the fist as he lifted Spider-Man off his feet and delivered his own powerful punch which sent the arachnid careening through the air and back on
the deck of the Hell-Carrier roughly. "Change them back?" Norman laughed. Why would he change them back when they were better? "No, my dumb bug. I'm changing every living soul in this city and I want you front and center for the big event." As soon as the words left him, Nova accompanied them with a blast that hit Spider-Man in the back and sent him tumbling off the side of the Hell-Carrier. Within seconds though, Spider-Man was swinging off the floating fortress and into the buildings on his silly little webs.

Nearby, Nova yelled at his retreating back in fury, "Where are you going Spider?"

Norman watched for a moment, feeling only slightly annoyed that his specimen got away. "Go," he commanded them, "Hunt! Bring him to me! I want him to witness my ultimate victory." The teens all roared their understanding and jumped from the floating fortress to follow after the small, fleeing figure on a string.

As they pursued their prey, Norman went inside the Hell-Carrier to prepare the vials of goblin gas he was going to use on the city. He walked up to the controls, running through the systems, checking every interface and program till they all ran as smooth as soft butter. It was while he was staring at the image of the goblin-vials that he realized: this was it. He would have his kingdom and no one, not S.H.I.E.L.D, not the Avengers, and not even Spider-Man were going to stop him. And right after he gassed the city, after he forced Spider-Man to watch as his home was taken from him, he was going to inject the arachnid with the goblin serum as well. As resilient as Spider-Man could be as an enemy, he could make a wonderfully loyal lap-dog. Or maybe a bodyguard. Oh yes, Norman loved that. The irony of his greatest and most persistent enemy protecting him from any danger filled him with a deeper sense of satisfaction and victory.

Norman stared out into the city, imagining it rebuilt to fit a race of goblins. He caught his reflection in the window; thick green skin, yellow eyes, serrated teeth - power and strength. He grinned. Octavius had been right all along, this is who he truly was.

And he loved it.

---

Norman's eyes flew open and he jolted up in bed, heart racing and breaths coming out hard and heavy. For several minutes he stared wide-eyed at the wrinkles in his silk blankets, listening to the intense pounding of his heart that sounded so loud he wondered if, given the fact that someone else was in the room, they would be able to hear it too. After a while, he slowly lowered himself back down on the bed onto his back and stared at the ceiling overcast in shadows from the lights outside. He could still feel the way the cool air felt on his face, the weight of the armor on his body, and the resistance of the green cape fluttering behind him in the wind. He could feel the hum of the Hell-Carrier in his feet, he could taste the smoke and algae in the air. It was all so real he almost believed he was back up in the sky. But what left him feeling truly terrified was the feeling of joy and power that rested on his chest like residue or mold, leaving him in a state of euphoria. It was as exhilarating as it was disgusting, and Norman found his lips curling as he flipped onto his side, hugging the blankets to his chest like a scared child. His head told him that he was a grown adult and shouldn't cower from shadows, but that did little to the feeling of comfort it brought him as he held something he knew was real and solid in his hands. Swallowing thickly, he scrunched his eyes back closed and tried to fight the insisting images of Spider-Man attacking him in fury for the team he had so wrongfully abused and changed. He thought of the anger and fury that radiated off the hero and how happy it had made him. His teeth ground together in frustration and turned to the other side of the bed, falling into the sheets left untainted and cool from his sweating.
He tried to force himself back into sleep but found he could hardly return to its bittersweet bowels with the Goblin looming behind him, laughing in his ear.

Chapter End Notes

DONE! For now. There's a bit of Norman for you.

Quick reminder: I will be focusing some of my time on this story and putting the others on temporary - temporary - hold. I promised I am not abandoning any of the others. Just doing some stuff for this one.

So until my next update!!!

I go!
Michael Morbius (POV)

Inside the container holding the Carnage symbiote, the symbiote lashed out ferociously at the glass walls of its cage as Morbius drew near. It recoiled in itself before striking out again in greater strength, it's tendrils breaking off into dozens of pointed, needle-line pins that scraped against the glass. The sides of the container trembled under the angry attack, but remained as intact and enforced as Morbius designed it to be.

Good.

He grinned down at it, grazing the glass with a clawed finger in a gentle stroke- almost in a caress. He's always loved the Carnage symbiote. It was so powerful, so bloodthirsty. It had the hungry drive of any animal to destroy anything, kill everyone, and survive everything. It was incredibly adaptive too, as it so elegantly showed with the Carnage Queen. It was a pity she didn't survive though, thanks to those stupid "heroes" and their interference in everything. But perhaps the Queen could be resurrected, he mused, in due time.

He moved away from the red symbiote, watching as it continued to attack the glass even with him not around. So destructive.

But he turned his attention to the containment unit off to the side by 5 feet. Inside, the inky substance of Venom filled the container a third of the way up, keeping itself in a group at the bottom, like a puddle. Not so much as a ripple or a tendril came from it. Unlike when it was first created when it was just as angry and violent as Carnage is now. However, it seems to have calmed, so as long as it wasn't disturbed, which was quite odd actually - especially for a symbiote.

Despite its odd behavior, there was something beautiful about the Venom symbiote that Morbius found lacked in both Carnage and Anti-Venom. A certain characteristic of strength and intelligence that made it original and deadly in its own way. It was almost scary if Morbius wasn't confident he could handle anything Venom tried to do or attempt. The way it had calmed, in a way, made it seem like it was thinking...or observing.

But Morbius's pulled his gaze from the black puddle of goop and looked over to the last empty container on the other side of Carnage. The soon-to-be home for Anti-Venom, just as soon as he and Otto finished creating it. Once that was complete, he'd have all three symbiotes under Hydra control - which was Crossbones first order when he allowed him to continue with the experiments Spider-Man. And, speaking of his subject, he needed to go check on him. His act of forcing Alpha S into the white hall had put a real toll on the boy. As soon as the subject fell unconscious, he was kept in sedation and fed through a tube before being put back into the straitjacket and sent to the White Room. He was probably awake by now, though. Morbius crossed the threshold of the room and sat at a deserted desk in a far corner, pushed up against the wall well away from Dr. Octavius and his spiteful glares. The screen of his laptop lit up brightly as soon as he pulled the top up, already in display of the video feed of Subject Alpha S's cell.

He was awake, as Morbius suspected, and up and moving around. The subject was pacing the floor erratically as his mouth bounced up and down in muted words under his breath; his head was shaking side to side as if denying something that Morbius couldn't possibly begin understand.
Around his neck, the metal collar constructed by Octavius was fastened tightly at the base of his jugular with just enough room for him to be able to breathe evenly.

Morbius watched for a moment, trying to discern what the kid could be saying as he scratched his chin thoughtfully. Aside from silent muttering that didn't make much sense, the subject was incredibly tight-lipped. Crossbones was getting more and more irritated their lack of information with each passing day, now constantly calling upon Morbius to ask if there was any new information on Fury's whereabouts, or if there was any progress or anything of value observed. Which, apparently, advances with the symbiote production wasn't considered "valuable" or "progressive", cause Crossbones wasn't interested in any of that.

Honestly, Morbius could care less about Nick Fury and this S.H.I.E.L.D agent that Crossbones was so obsessed with. Granted, said agent could see all possible futures and was a prize to anyone, but it just seemed like they were running around in circles with the whole thing. Instead of chasing their tail like a dog, he reflected, Hydra needed to focus it's efforts and resources on the production going on his lab. Crossbones needed to see the bigger picture.

The symbiotes. They were the key to finding Nick Fury and this mystery agent. Not Spider-Man. Peter Parker was just something Crossbones was lucky to stumble upon when tracking Octavius down. What he didn't realize was that by capturing Spider-Man he had almost guaranteed his success, and not because the kid MIGHT know where Fury was. But that wasn't the problem. The problem was that Crossbones wasn't even fit to rule Hydra. He was ill-mannered and impatient and irrational. By sending that little "gift" to S.H.I.E.L.D Academy, he had roused the superhero community into finding one of their own, making Hydra's ultimate goal nearly impossible with the likes of the Avengers and X-Men running into New York like a giant infestation. If he had only listened to the council Morbius had to offer then things would be a whole lot different right now.

But let Crossbones play leader. Morbius just needed a little more time before he could unleash his own plan. He looked down at Peter Parker more intently. The subject was all he needed right now, and once his use was fulfilled then there was no need for him. Down on the screen, Parker's pacing faltered as he suddenly jerked right and looking around the room wildly. Blue eyes were blown wide as he jerked the other direction just as suddenly, before stumbling backward only to trip over his own feet and collapse on the floor. Morbius's mouth twitched upward.

But then, a rapid jerking motion caught his eyes and he turned his head. Back in the Venom-unit, the black goop had been roused from its calm state and was suddenly reaching up on a side of the container and scratching at the glass. The action repeated; four pointed digits, almost like claws, slid down the sides, dragging the points tips along the glass in elongation. It fell back down at the bottom of the container before pushing up again and the action was repeated again and again.

Curious, Morbius left the computer to get a closer look. It's action didn't falter as he approached but spurred on frantically in his presence as if worried it wouldn't accomplish it's goal before he got there. Morbius stopped just short of the containment unit. This was weird. The V-symbiote hasn't acted this way for a while since now. What could possibly be riling it up?

"It is sensing Spider-Man," a voice said from behind. From the corner of his eye, Morbius saw Octavius watching from his corner. "It can sense his distress no doubt. It's trying to go to him." the man continued.

"Is that so?" Morbius hummed, keeping his back to Otto. He didn't want the other scientist to actually think he cared about what he said. "Then tell me, Otto, why it hasn't the symbiote done this before? How can you tell if it is Spider-Man it is sensing?"

"Because," Octavius huffed, "You have not given it a vessel to bond with, thus it's connection with
Spider-Man remains unbroken,” he shuffled to the side to get a better look at Venom. "Back when I constructed the first Venom, it broke it's container and escaped my lab to find Spider-Man and rebond with him. And it succeeded, for a little while."

"If this is so, then why hasn't the symbiotes you've created over the years done the same thing?"

"Because, you simpleton, as soon as the symbiote bonds itself to someone else it automatically connects to them and their neuro system and the connection between it and Spider-Man dissolves into nearly nothing. But seeing how you have denied it a host for weeks, it's desire to return to where it came from is only growing stronger." Octavius's eyes flickered back over the camera feed showing Spider-Man scrunched up in the corner of his cell, mouth moving frantically in words that couldn't be heard. "Unless you want to see Venom's fury unleashed, I'd suggest you find it a host to bond with, and fast."

Morbius continued to stare at the symbiote. "It's not ready," he said.

"Not ready." Otto fumed angrily. "Unless you want Venom to escape from your grasp, which it will, then find it someone to bond with! Sate its desire for a host."

"That's not going to happen." Morbius objected as he straightened up. "I can't bond Venom with anyone until I find a way to properly control it. I will not have it losing control and turning on me, as it has done so many times with you."

Otto scoffed and moved around irritably. "As if your Carnage Queen was so easily controlled," he snapped. "She attacked you just as Venom had me."

"I had control of her."

"No for long," Otto sneered. "If Spider-Man and his teammates hadn't interfered, the symbiote would've found a way around your little mind-controlling device, I assure you. The symbiote can't be controlled, especially Carnage, and Especially by someone with the likes of you."

Morbius's folded wings twitched irritably and he bared his teeth. "Don't push me Octopus!" he warned. "Or you will soon come to regret."

Octavius sniffed, mouth opening to retort before he paused and turned away. Morbius was almost disappointed. Ever since the collar came off, Octavius has been like this. Spiteful and irritating with his snide comments and snooty answers. The longer they continued to be in the same room, the more Morbius was sure he would be unable to hold back from draining the very life from him. The only thing really stopping him was the fact that this was Octavius's life force and it doesn't sound very good to absorb to begin with. That and the man happened to have an acute knowledge of anything involved in symbioses. Unfortunately, he was valuable to their cause.

Morbius eyed Octavius a few seconds more before looking back toward the symbiote. It was still scratching against the glass, this time with renewed vigor. He looked at it, then at the live image of Spider-Man hunched in the corner of his cell, and he hummed thoughtfully. Despite Octavius's lack of faith in him, he was still right. Morbius couldn't allow the symbiote to rebond with Spider-Man. With however frail the kids' mind was at, it would be nothing to the power and will of a symbiote wanting to go back to where it belonged, and even Morbius knew how bad that would be for both him and Hydra if that was ever the circumstance. He'd have to find something to sate the Venom symbiotes needs.

But for now, he glanced at the watch on his wrist, there were other things he needed to attend to. He didn't say anything to Octavius as he pushed a button near the base of the stands holding the
containers in place where instantly a thick, metal enforced shield slid up around all three of the containers, locking them in place with a loud and audible click. Might as well be cautious.

After that, he picked up two things from his desk, a pen and folder, before heading out of the lab. The last thing he saw before the doors closed on him was the vacant look on Octavius's face as he stared at a wide-eyed, trepidated Spider-Man huddled far into a corner as he muttered silent words to himself. Let Otto festered in his thoughts, Morbius had other important things to attend to.

He locked the room behind him. Otto wouldn't get far with the electrified chains he had outfitted with, so there was no need to worry about any escapes. Morbius tucked the file under his arm as he turned away, only offering a fleeting nod toward the guards stationed at lab door before he left.

The facility they were currently held up in was a nice one. Nicer than the ones located under storage containers and sewers anyway. Instead of cargo holds and filthy tunnels, they were in an actual facility located outside of New York. There they finally had strong, constructed rooms with all the equipment he needed to perform his experiments, it provided spacious cover, and it was away from the beehive of superheroes buzzing along in the heart of the city. It was the perfect place for them for however long their secret lasted. Sooner or later he KNEW Crossbones was going to slip up and Hydra would be compromised, again.

Which only meant he needed to finish up with his current projects before anything like that happened. One of which was being held in the basement currently. It was just a little something he had been working on before Spider-Man had landed himself in their custody.

He took the elevator down to the 1st floor and then continued on to the basement by stairs. At the end of the steps, a solid sheet of thick, reinforced metal blocked his path. Morbius stepped up to it and placed his hand on the center and when he pulled away after a few seconds, an imprint of his hand glowed red on the surface before blinking to a green and the door clicked. The metal wall was lifted up to give just enough space for him to walk beneath. As soon as he was past, however, the metal wall immediately shut behind him.

The room he walked into was wide and spacious. Half of it was filled with machines, sensors, and scanners, and many, many different screens, all of which had been turned off while he was away. Whereas, the other half of the room was cut off by a thick sheet of fiberglass stretching from one end of the room to the other that had been fused through the walls to secure stability. Two guards were posted at the entrance of the room, while a line of them protected the perimeter of the glass wall, all of whom were straight-backed with a gun connected to a metal pack on their back held firmly in hand; their faces were covered by thick helmets that were outlined on the inside with foam, specifically designed to absorb sound, with the common hydra insignia outlined on the vests of their suits.

Morbius ignored them as he walked up to the glass. Inside, a figure was huddled in the center of the room with scrawny arms wrapped tightly around legs that were hugged close to the chest. Long, messy black hair grew in tangles down to the shoulders and sunken, hollow eyes flitted up to look at Morbius before dropping back down to the hard, concrete floor. Thick chains were clapped on thin wrists and ankles, barely able to be held up by the person they were so intent on keeping down, as well as a pair of cuffs around the forearms and legs. Morbius clasped his hands behind his back and looked his other subject over.

"Hello, Vulture, how are you doing today?"

The subject, Vulture, lifted his face again, lips pulling into a deep frown "Spare me your pleasantries." he says in a low, almost tired, voice, then let his face drop back down again.
Morbius tilted his head to the side in amusement. "Why? I thought we were building up a friendly relationship, you and I."

A scoff. "Friendly relationship." Vulture repeated, his hands fell from his legs as he unfurled himself from his huddled positioned. "Why is it your friendship feels more like a poison-tipped dagger digging into my back?"

The older man shrugged, moving along the glass to a device hooked to the wall and began to tamper with it. "Can't say," he said. "But it just so happens that I'm the only person in this place that even cares about you. That makes me the only friend you've got."

"No, it doesn't." Vulture mumbled, almost so low that Morbius didn't catch it. But he did and grinned spitefully.

"What was that?" he asked innocently, looking up from the machine. "And who else is your friend, Vulture? S.H.I.E.L.D? Those heroes who are running around like headless chickens? Yes. Such wonderful friends they are. And, when were they coming to get you, again?" Vulture looked down as he fiddled with the chains dangling from his wrists, unable to form an answer. Morbius snorted. "Yes. That's what I thought."

Fingers turned white as Vulture glared down at the cement at his feet with his hands curling into fists around the chain. "Why are you even down here?" he demanded, voice rising. "I heard you got a new toy to play with. Why don't you just take your disgusting, poisonous friendship and give it to your new friend and leave me to rot in here."

"Oh," Morbius sighed. "I couldn't do that. There's a special place for you in my heart, Vulture. I think I've grown quite fond of our friendship. Besides, I don't think you want me 'playing' with this new toy. I mean, you did believe he was your friend, once, right?" another sigh. "Pity how you tend to acquaint yourself with all the wrong people."

Vulture's face softened with confusion, his obsidian eyes burned into Morbius' winged back. "What are you talking about?"

"Oh, your 'friend', remember? The talkative one. The one you were sure was going to help you. I'm afraid he's rather busy though, and won't be able to do much helping."

Vulture stared at him. "Spider-Man," he whispered. "is here?"

"Yeah." Morbius tapped a code into the machine, before moving onto a different screen. "But don't get your hopes us. As I said, don't expect anything from him. He's busy, as are you. Now," he finally turned his eyes on to the boy. "let's begin. You know how the game goes."

Vulture's soft expression instantly hardened into something cold. His eyes squeezed shut and his grip on the chains tightened.

Morbius smiled. "Then let's get started. You know what to do."

For a minute Vulture hesitated, before shaking his head. "No. I won't."

Morbius, on the other hand, wasn't surprised. "And so the game begins. Very well," he pushed a button and the cuffs on Vultures forearms and legs burst to life with crackling energy. Vulture screamed and shrevved up on himself. For a minute, his eyes narrowed and darkened and his body paled, talons started to grow from his fingertips and toes and feathers began to sprout from his arms. But then, he grit his teeth and focused on the rough texture of the cold cement touching his skin and harnessed all his energy into staying in human form. When the electricity stopped, he collapsed onto
his stomach, muscles twitching and jerking as he groaned deeply into the floor. However, Morbius noted, the boy looked pleased as he watched the talons shrink back into normal skin and nail. His eyes returned to their normal focus.

Morbius gave him a few seconds of recovery before the button was pushed again. Vulture was closer to losing control this time. The third time, on the other hand, Morbius kept the electricity going until Vulture’s guttural screams reverberated off the glass pane as his body twisted and morphed and talons grew from his nails, feather sprouted from his arms and back, bones relocate, and his nose and mouth grew and hardened into a beak and his screams shifted into high-pitched shrieks. Then, and only then, did he cut the electricity off.

Vulture collapsed in a heap. His limbs jerked with fried nerves as tears pooled in his eyes and he sucked in lungs-full of breath. Morbius watched for a minute with a satisfied. "See," he said. "That wasn't so hard." he moved onto the other device. "Now let's move on."

A tear slid down Vulture face, curving down the side of his beak and dripping down the side of his cheek. He shook his head. "Why?" he demanded in a broken whisper, for the thousandth time. "Why won't you just leave me alone?"

Morbius looked at him with pitying eyes, "Because, Vulture, you don't belong in the outside world. You belong here. You are a freak, as I am now," he spread his bat wings to emphasize, smiling wide to show off his pointed teeth. "But freaks like you, like us, have no place out there. Not yet anyway. But don't worry, you'll be put to good use. We'll show them all."

Vulture looked down and shook his head once. Twice. Three times. "I don't want to," he whimpered, then added in a softer tone as his eyes burned, "I just want to go home."

Morbius smiled at him softly. "Don't be silly. This is your home."

Chapter End Notes

OH! PLOT TWIST-ish.

And enter: Vulture! *looks around excitedly* Eh? Eh?
POV Tandy Bowen/Dagger

Tandy was exhausted.

After hours of moving equipment in and out of the sewer lab and up to prepped jets, her legs ached from all the marching through sludge and sewer water, the odor coming off her suit in itself was so bad she could smell it on herself. She, Powerman, and Scarlet had done all they could with scoping the lab out, but, eventually, as more S.H.I.E.L.D agents arrived on the scene, they ran out of things to haul or old monitors to salvage. After spending a few fruitless hours of standing around in the corner, slowly growing mold from all the waste on their suits, Connors finally decided to send them back.

Consequently, with soggy clothes and sore bodies, they retired to an S.H.I.E.L.D jet carrying a small load of samples from the lab to Academy, where they could finally get some rest. The jet was small, designed to get to its location swiftly rather than carry heavy loads, so they had to sit in the cargo hold, strapped in by the dwindling number of seatbelts connected to the metal walls to prevent from being tossed around while in flight. Powerman was a just few seats down from where Tandy sat, with his arms crossed loosely over his stomach and his head dangling down on his chest, dozing it looked like. Scarlet Spider, on the other hand, sat on the opposite side of the jet with his head slanted up as he drummed his fingers into his thigh vigorously. Tireless, it seemed. He had been the one to argue the most when Connors ordered them back to the Triskelion, stating that there was still more he could do to help or that the agents might need someone to help them move heavy materials. Connors was resilient though, and Scarlet had ended up on the jet same as her and Powerman.

She tried not to stare. Honestly, she did. But she couldn't stop her eyes from wandering back over to where he sat as thoughts circulated through her brain like a whirlpool. Despite Spider-Man's obvious faith in Scarlet's "turning-over-a-new-leaf"schtick, Tandy still wasn't so sure if she could say the same thing. She never saw his betrayal coming, just as the rest of the Academy hadn't, and it was...unsettling. Maybe if she had paid close enough attention then she could've caught it, she happened to know a thing or two about lies being told to her face, yet, she hadn't. Nobody had, and they all paid the price for it. Nearly dying wasn't exactly something she tried to do on a regular basis, but, she reflected, it was becoming more and more of a naturally occurring thing in her life. Not that she had that much of a stable life before Spider-Man found her and Cloak, so she couldn't complain about that. But, when she had signed up she thought she was signing up with people she could trust. Scarlets betrayal was an unexpected punch in the gut, she'd admit it. And Tandy didn't take to well with being punched. Even so....as she found herself watching Scarlet more and more, each passing day she grew a little more convinced that - maybe - he actually trying to be better. It's not like he led them into any traps down in the sewers or anything. He even trusted them to take the lead because he knew Powerman and her weren't comfortable with him up front, and he seemed honest about wanting to help. His intentions LOOKED pure, the only problem was, his intentional had seemed pure before too, and she was not keen on the idea of being duped again.

Tandy and Cloak had trusted Taskmaster with their lives, and that almost ended with Cloak shredded between the S.H.I.E.L.D propellers and dropped thousands of feet in the air. Then, they had trusted Scarlet Spider and he brought the Sinister Six to the Triskelion, a direct hit to their team, and personally attacked and ganged up on Spider-Man with Doctor Octopus. There were even rumors
going around that he had been the one to reveal Spidey's identity to the villain, which, having her own real name secret, Tandy found to be a particularly harsh blow. As trusting as Scarlet was NOW, she just didn't want to be tricked into letting her guard down again. She's had enough of that for one lifetime.

Yet, despite that, despite all he's done, she couldn't stop herself from clearing her throat to get his attention and saying loudly, "Good work down there in the sewers, Scarlet. We- we would've never found the lab without your help." Scarlet jerked up in his seat, less startled with the sudden comment but more of that fact that it was aimed at him. He relaxed back in his chair, arms folding casually across his stomach.

"It-it was nothing." he muttered, rough and weary.

Tandy scoffed lightly. "No, it was something." she argued, copying his position. "We would've been done there for who knows how much longer if you hadn't found that lab. So I just...I just wanted to say thank you."

Even through the glossy eye lenses of his mask, she could tell he was staring at anything but her. His body tensed, as if ready for an attack like he wasn't sure if it was meant as a compliment or not, but he answered tersely, "Your welcome." and silence lingered after. The hum of the jet wasn't enough to feel the gap opening between them. Tandy tapped her fingers against her knees and stretched her legs, ignoring the looming, awkward cloud filling the hold. Scarlet shuffled in his seat, arms tightening around him as he stared at some imperfection in the ceiling with his foot tapping against the floor.

Nearby, Powerman snored softly.

Blowing air past her lips, Tandy bit the inside of her cheek uneasily. Her thoughts kept drifting back to the sewers when Scarlet had slowed as they rounded another tunnel. The way his body tensed and the excited buzz in his voice as he said he remembered something. The solemn almost unnerved way he examined the remnants of the lab as if he was somewhere else entirely. Her eyes furrowed thoughtfully. How did he know the lab was done that way? It was so well hidden that none of them would've found it unless they were searching for it specifically. Yet, the way he went through the sewers, climbed through the entrance in the wall, it seemed almost natural to him. Suspicion nudged at her thoughts.

"Scarlet?" she called, wondering if she would even get an answer. She felt like she would. He seemed to be trying. Scarlet Spider looked up at her. "How..." she bit her lip anxiously. "How did you know the lab was done there in the first place?"

He froze, like a deer caught in headlights. "I-uh," he looked down, searching for something to say. "Like I said, it looked familiar, and, uh, it - it was just something I remember back from - from my Hydra days," he said the word like it tasted unpleasant on his tongue. "It was one of Ock's lab. I think he used to test on me in it."

"Oh," her suspicion ebbed, making room for something more sympathizing. She couldn't understand what it was like to be experimented on, but she could understand being used. "Oh, that....that sucks."

He shrugged tightly. "Yeah, guess it does." Neither tried to spur on anymore conversation after that. Tandy looked at him for a few more seconds, before shivering and rubbing her hands over her arms where goosebumps had sprouted. Her white suit was stained green and brown almost up to her waist, still soggy and certainly not helping with the cold. It was going to be all hot showers and warm blankets as soon as she was back to the Academy, maybe even a cup of hot chocolate too.
The rest of the way to the Triskelion was quiet aside from Powermans snoring.

But as soon as the jet touched solid ground, Powerman jerked awake with a loud snort and looked around dazedly with his sunglasses halfway up his face. He stretched his limbs and repositioned his glasses before moving his fingers across the straps as he began unbuckling. "What'd I miss?" he yawned.

"Nothing," Tandy said as she unlatched her buckle.

The jet engine slowed and a ramp opened at the end of the hold, a rush of cold air instantly pushed inside, chilling her and her clothes even more. She shivered again and hurried down the ramp to find sanctitude in the building looming tall outside. As soon as her feet touched the ground she spotted a dark, hooded figure waiting by the door. "Cloak," she called with a grin. The cold air suddenly didn't seem as bothersome anymore. From where he stood she could catch a smile lifting on his own face before he whirled in on himself and disappeared in a flash of light, only to reappear seconds later by her side.

"Heard you were coming back. How'd it go?" he asked as soon as he appeared. Tandy gestured for him to walk with her as they talked.

"Good," she said as they made their way toward the door. "There was a lot of helpful stuff there, according to Connors, and Norman Osborn was there too. He said he might have something at Oscorp that could help us find Spider-Man."

Cloak eyes seemed to shine brighter and his grinned widened. "Wow, really? That's great news. It's about time we had some something good turn up."

Tandy smiled in whole-hearted agreement. It was good news, wasn't it? Not so much the lab itself, filled with scalpels and tools stained with blood. But the fact that Norman could actually find something that gave them any indication of where Spidey was, was great news. The best they've had in a while, actually. Maybe now they could finally get somewhere with this investigation. Scoping alleyways and disrupting street gangs wasn't getting them anywhere, and there was only so many thugs and goons she could beat up for information they didn't have. Maybe things were finally looking up for the first time in weeks.

A warm feeling spread through her body at the thought, ebbing away the icy pull of the winds at her body. Who thought it was a good idea to have skin-tight suits anyway? She wondered, curious if S.H.I.E.L.D had invested in thermals yet, and whether or not tuition into the Academy automatically supplied the students with one. Would definitely be a nice perk for joining S.H.I.E.L.D. They certainly hadn't given any Cold Weather Survival 101 classes yet. Maybe it was for a winter term or something.

Her musing was cut short, however. "Whoa, whoa - hold up, why are you so cold?" Tandy looked back up to Cloak, who was staring at her with narrowed, worried eyes. Somewhere between the jet and the door, she must've started shivering, she dully realized. The wind picked up more at the realization and the warm feeling tingling in her limbs was chased away. She shivered more violently. "Oh, you know," she mumbled, rubbing her hands intensely over her arms to create some friction. "The sewers; lots of water and slime. It was kind of hard to avoid it all."

She looked down, once again, at the permanent stain in her white suit and scowled. Why did I think a white suit was a good idea??

Cloak eyes widened and his lips flattened into a line. Oh, she knew that look. She's seen that look dozens of times before. "We've got to get you out of this wind," he stated. That was his mother-bear look. Before she could even blink she was engulfed in the folds of black cloth and shadows. It was even colder inside the cloak and upon being swept up in it her body instantly seized up as her breath escaped her mouth in an attempt to find a warmer body to inhabit. But it was over within seconds
and before she knew it she was standing inside the dorm rooms where the likes of Iron Fist, Nova, Triton, Squirrel Girl, and Kid Arachnid were all sitting in a circle with Uno cards in hand. None of them so much as blinked when Cloak appeared, him appearing in thin air was becoming a natural occurrence. They did, however, blink in surprise when Tandy stepped out of the folds, before jumping to their feet for news about the lab.

Cards scattered to the floor as the game was forgotten and their attention turned on her. Almost as quick as Cloak could teleport they had her surrounded by questions flying like bees.

"How did it go?"

"Did you find Spider-Man?"

"What was down there?"

"What happened?"

"Do we know where Spidey is?"

Tandy took a step back and tried to address all their questions at once. "I-uh, good, good - and, no, he wasn't, but-there was, uh, lot's of stuff, and..." thankfully, Cloak stepped in and saved her.

"Hey, back up guys," he snapped, stepping between them and her. "She just got back and she's cold." as if that was all the explanation they needed, he turned and draped the blanket from her cot over her shoulders. Tandy bunched the cloth between her fingers and smiled softly, feeling a small, pleasant tinge of red rush to her cheeks. The questions ceased and the group stepped back, but she could tell by the way they fidgeted that they were jittery for answers. She stepped past Cloak, giving him a quick easy-going smile. "We didn't find Spider-Man, but it did go pretty good," she told them. "There was a bunch of experiment stuff and Spider-Man's DNA was all over the lab," she didn't mention that the DNA was on an experimenting table or scalpels. They didn't need to know that right now. "But Norman Osborn was there and he might have something at Oscorp that can help us."

A breath of relief swept through the group, and she knew she made the right call. Kid Arachnid looked especially relieved. "Good, that's good," he approved with a deep sigh and ambiguous nod. "Very," Iron Fist agreed. "I feel that Spider-Man's whereabouts will become known to us soon."

Tandy agreed. "But, uh," she continued, gesturing down to her soiled suit. "I really need to shower, like, right now. This is getting kind of gross, so..." she edged toward the door. A rumble of agreement passed through the group and they all left her to get to it. She bid Cloak a see-you-later, he nodded and mouthed back "I'll be here,

She quickly grabbed herself a pair of pajama's and left the room. The sleek halls of the Academy were particularly full today with agents of every level hurrying across the floors on fast-paced legs, some carrying files and gadgets and others with nothing but a glint of importance in their eyes. And within their midst, even a few heroes walked the halls. Black Widow and Hawkeye in particular, who were chatting softly to each other as they headed in the direction of Tandy. She stopped, feeling a seed of awe sprout. Black Widow and Hawkeye. Two members of the Avengers. Earth's Mightiest Heroes! They...they were so much scarier up close. Tandy shrunk away slightly as they drew near. No doubt they were still awesome, but, even from a distance, definitely reigning in superiority. Their strides were measures and confident, head held high, and gait teeming with importance. She could see their weapons from where she stood, watching how the gleam of gun holsters and arrows winked at her through the hallway lights. Even the agents in the hall seemed to pick up on their importance as they parted to let them through, almost unconsciously, and went on their business. Tandy
suddenly felt very small.

They got closer. Suddenly worried they would catch her watching and notice her, she tried to blend in with the hall. Looking down at her gross, slimy feet, though, she knew it would take a lot more than some wishful thinking to make it happen. She held her breath and stayed still, clutching her pajamas close to her stomach where it wasn't dirty. She waited for them to past, not wanting to so much as move a finger for fear that they would see her; she counted their steps. 1..2..3..4..5..6..7, they walked past her, and she felt her body release tension. That wasn't so bad. Easy-peasy. For now, she thinks she'll just admire from a distance.

Then, "Do you smell something?"

A ball of ice grew in her stomach. Hawkeye had stopped and was now sniffing the air curiously, nose wrinkling as he probably caught her sewer smell. He turned, looking past at the agents before following his nose and glancing down, spotting her grimy form pushed tight against the wall. He looked over her soiled suit through the rim of his purples glasses, then at her pajamas, lips pursed. Tandy's eye flitted down too, where she realized with growing dread that she had grabbed a pair of fluffy pink pajamas with red and purple hearts dotting everywhere. Cheeks flushed, she resisted the urge to toss them on the floor and argue that they were not her's and she had no idea where those atrocities came from. Black Widow turned too, her eyes quickly finding Tandy as well.

For a minute they all just stared; the two seasoned heroes with their faces stony and expressionless, and she, red with embarrassment and withering under superiority. But then, out of the blue, Hawkeye's face split into a smile, "Hey! You just came back from that sewer lab they just discovered, didn't you?"

Tandy blinked. Her mouth moved to respond, but for several seconds her dry throat couldn't find the words to push past her tongue. After a minute of struggling she managed to get out, "Uh, y-yeah. We got back. Just barely. Me and my team." Real smooth, Dagger.

"Oh sweet, did they find anything down there?"

"Um...some DNA remnants and old lab equipment," Tandy said, rubbing at her neck awkwardly. "But there might be something at Oscorp we can use to find out where Spider-Man was taken, so...there's - there's that too."

Hawkeye was still grinning, but for a minute she thought she something akin to relief in his eyes. "Cool - cool, so that's means were closer to finding ol' Webhead." he nudged Black Widow with his elbow. "See Nat, told ya it wasn't a waste of time."

"I never said that," Black Widow replied, her dull voice clashing with the small smile playing on her lips. "That was you." Hawkeye made an irregular gesture with his hands.

"Eh, that's all in the past." he waved off Natasha's easy smirk to look back at Tandy. His grin was back, slight and easy-going, upturned in the corner ever so slightly to give off a sense of mischief. Is was exactly the kind of smile she could imagine on Spider-Man's face if he hadn't worn his mask all the time. The thought sent a sudden wave of guilt through her system. What she had to feel guilty about, she wasn't sure. Maybe it was with how unhelpful she felt. She hadn't done much down in the lab, aside from being used as a human flashlight. The sudden feeling left her wanting to bury herself back in the blankets of her cot or go out to a local homeless center and serve soup to the homeless. Hawkeye must've noticed something in her behavior as his smile slipped a little.

"Hey, you alright kid?"
Tandy grimaced and danced away from his curious look, slightly embarrassed for getting caught. She hugged her pajamas closer to her chest feeling only a little comfort from the heart-speckled fabric. "I'm--I'm fine," she told him drearily. "Just tired, I guess. It's been a long day."

"Oh," he nodded and side-stepped, making room for her in the immense hall. "Then by all means," and waved to the corridor. She nodded small thanks and was quick to step past him, only, she wasn't quick enough. Strong fingers latched onto her elbow, instantly freezing her in place and making her muscles lock. Tandy looked up into the stony face of Black Widow and swallowed. Black Widow was just as fierce and intimidating as people said. Even her hair, dark red against the stark walls of S.H.I.E.L.D, seemed to be held in place by heroic superiority. Spider-Man had not exaggerated about her ability to make all your scariest thoughts come to life with just a look. But, Tandy was surprised - startled even - when those unfavorably lips suddenly lifted into a gentle smile and the hard rock in her eyes softened into putty.

"Are you sure you're okay?" she asked.

Tandy opened and closed her mouth helplessly again, feeling completely off guard by the act of concern coming from THE BLACK WIDOW. She got herself to stutter out, "I-I'm fi-fine. Just fine."

But she didn't think she fooled Black Widow. The Avenger's eyes narrowed just a fraction, but her face remained one of kind.

"You've done a lot today," she said after a small moment of observation. "It may not seem like it, but you did. Everything you and your friends do contribute to finding your lost teammates. You did good," Tandy felt heart lift from those words. The fact that it was Black Widow saying them seemed almost unrealistic and unbelievable. "Also," Black Widow added, glancing down at the pajamas. Tandy's stomach dropped. "nice PJ's. Hawkeye has a pair just like them." then Black Widow's fingers let go of Tandy's wrist and she stepped back. Oh...that...that's not what she was expecting at all. Hawkeye looked equally startled as he glared at his partner, mouth open in disbelief, and eyes wide with horror. "Why would you tell her that?" he demanded. "I thought we agreed that we would never speak of them in public!"

Black Widow shrugged, "Don't be embarrassed Clint, they suit you."

"Kay, yeah, but you can't go around telling people those kinds of things!"

That's how Tandy left them, bickering in the hallway like siblings. She didn't think they noticed her leave, but she couldn't be too sure. Either way, she quickly hurried through the horde of agents, breathing a sigh of relief when she found the shower room. Black Widow and Hawkeye were awesome, but...but too much right now. There was only so much awe her mind could handle right now. Inside the shower rooms, it was deserted, thank goodness. That left it all for her. She quickly stripped the soiled suit off and kicked into a lonely corner of the room where it could fester and grow unnatural plant life without her in it. She ran her fingers through her hair twice to comb out knots and tangles before twisting the knob to one of the showers and stepping in, closing the plastic curtain behind her as she did.

The warm water was like liquidized heaven on her skin, cleansing her of the grime and muck of the sewers. For several minutes, she just stood under the fall of water, reveling in the feel of its heat before she grabbed a sponge hanging off to the side and set to work washing the lingering grime and stench from her body. She scrubbed her skin till it was red and tingling, and when she deemed that good enough, she did the same to her hair until it prickled with raw sensations. Then, and only then, did she turn the water off and step out.

She towel-dried herself quickly, grabbed the pajamas she set off to the side and slipped into their warm and fuzzy embrace. Hearts be damned. These were the most comfortable piece of clothing she
had. Tandy then picked her suit back up from the ground to examine it. After a small moment, she concluded that there was no helping the permanent stains or the tears consisting of her costumes remains. The best she could do was put it out of its misery. The suit found itself at the bottom of the disposable bin, ready to be shipped off to the furnace or disintegrator - whatever S.H.I.E.L.D used to get rid of toxic waste. Feeling fresh and clean, Tandy walked out of the room ready to face the world-ish. Outside, the halls had thinned some, but only by a small percent. She joined in their midst, only getting brief glances at her pajamas but otherwise remained ignored. Which was perfectly fine. Despite the cleanliness, she was still exhausted, and being around agents all day wasn't exactly she'd wanted right now. As of this moment, all she wanted was a little time alone, away from it all.

Instead of heading back to the dorm rooms where she could join in with a game of Uno, she headed in the opposite direction, sticking close to the walls and trying to look as inconspicuous as one could in bright pink pajamas. Which, granted, was NOT an easy thing to accomplish. But both her and her choice of PJ's were ignored, and she eventually found herself near the classrooms a couple floors up. It was more deserted up there. S.H.I.E.L.D agents couldn't be everything all the time, which was kind of nice. Her fingers trailed along the wall as she walked past the doors and lockers. She allowed her fingers to glow just the slightest bit so it brightened the surface area she touched. It was when she was walking past the Computer Lab did she stop when a frustrated groan reached her ears through the walls.

Tandy stopped in front of the Computer Lab curiously. It wasn't locked, meaning it was occupied, but there was no reason for it to be in use. Shuffling in indecision, she fought over whether or not she should go in. Curiously, she touched the pad near the door and peered inside as soon as it swooshed open. Down in the second row of desks and chairs, a latina girl with burnt brown hair swiveled in her seat to look up at her with hard eyes. For a minute Tandy stared back, startled because she didn't recognize this girl. How in the heck did she get in? What is she doing in the computer lab? Then her eyes caught on to the white tiger mask hanging from a chair and her eyes widened and she quickly turned away.

"Oh, sorry Tiger. I didn't mean to-your mask was off and-" some students still held their reals faces or names secretly. Tandy herself hadn't even told Spider-Man her name. They were all pretty chill with secret I.D's and no one asked questions. In fact, it was something of a holy area. No one asked another for a name or for a peek under a mask unless they were willing to reciprocate. It was an unspoken rule they all went by. Breaking that rule was like breaking covenant. Besides, it made Tandy feel skeevy and intrusive.

White Tiger, on the other hand, simply sighed. "It's fine Dagger, it wasn't your fault." Tandy kept her back turned still, uncertain if that was an invitation to see the other girl's face again or to leave. After a minute of awkward silence, Tiger added, "You can turn around,"

She did, slowly, still unsure if that's what Tiger wanted. When she was facing White Tiger again, the other girl's back was to her and she was back to typing on the holographic screen, of which was the only source of light in the room. Tandy watched for a moment, glancing back to Tiger and the door, curious as to what the other girl was doing, but knowing it was probably none of her business. After a quick mental debate, Tandy stepped past the door and went down the steps where she stopped just short of Tiger's chair. "Whatcha doin?" she asked curiously. Maybe she'd find some time to be alone later.

"I'm...just looking over a file," Tiger said uneasily, with her back still turned. "It's just something I found that I think might help."

"Really?" Tandy took an interested step forward. "What is it exactly?" it looked like a profile of some kid. Or more a missing child report, if she were being honest. It didn't seem recent though. Her
lips pursed. How was that supposed to help? Well, unless White Tiger was putting out a missing child report for Spider-Man, which, Tandy was vaguely certain wasn't going to do much.

Tiger didn't reply for a long minute, her typing slowed but she kept her eyes on the screen in front of her. "It's - I just found it, and it seemed kind of weird and random so I thought maybe..." she trailed off with a sigh. "I don't know what I thought. I don't know how to explain it, but I think this is important to why Spider-Man was captured."

"Oh...um, I can help, if you want." Tandy offered hesitantly, interest fully piqued. "I'm not really doing anything right now, so...."

White Tiger hesitated too. Then, "Well, I guess I could use some help."

Smiling widely, Tandy took the seat next to her and shuffled forward eagerly, eyes already roaming over the information. "So, who is this kid anyway?"

"His name is Adrien Toomes," Tiger answered, "he went missing 8 months ago according to police records and hasn't been seen since. He's been proclaimed dead, but nothing's confirmed."

Tandy nodded, smile deteriorating into a grimace. Poor kid. Wonder what happened to him. "Not that I don't sympathize with him," she said, "But how is this going to help us?"

"Well, I..." Tiger frowned. "I don't know, actually." she started scrolling back up through the information, eyes narrowing irritably. "But I found it open on one of the computers labs and it seemed kind of suspicious, you know, with all that was happening. I thought that maybe it was a clue or something." she hit the top of the screen. A grainy picture of the kid was up in the corner with a name and a description marked by it. Tandy felt her heart stop as she stared into the face of the Adrien Toomes, a small gasp falling past her lips. Tiger looked at the picture and Tandy, face quirking into confusion.

"I-I know him," Tandy whispered.

"Um...What?"

"I know him," she repeated incredulously. "T-that's Vulture! He was a part of Taskmaster's Thunder Bolts team! Me and cloak trained with him." she frowned. "Where did you find this file?"

White Tiger stared in shock, looking between her and the picture. "I...It was an open tab on Director Fury's computer in his office. This was that last thing Spider-Man was looking at before he disappeared. I thought..." she stared at the picture of Adrien Toomes. "I thought maybe it was a clue or lead to what might've happened to him, or why he was taken." she shook her head, expression falling short. "I had no idea it was Vulture."

The two girls shared a look. "What exactly was Spider-Man doing with a file on Vulture?" Tandy asked suspiciously.

"I don't know," Tiger admitted. "He did say he was going to try and help him, maybe this was it." she bit her lip, a look of disappointment falling over her features. "So much for a lead."

Tandy didn't know how to comfort her, and frankly, her racing mind was too pre-occupied to try. Her eyes drew up to the face of a black haired boy with dark eyes and just the hint of a small smile quirking up his lips. She'd know that face anywhere, the only difference was it was missing the frown she had gone accustomed to. Tandy recalled their hour's of training together. It was grueling and tiring work with Taskmaster, and yet they had all sort of...come together. The three of them - her, Cloak, and Vulture. A trio of outcasts united against S.H.I.E.L.D. Vulture didn't talk much, but
it was obvious to tell that he was confused about something. He listened to Taskmaster's orders as if he'd find his answers hidden carefully within the mercenaries words; he had been cold and tight-lipped when they first met. It took a while, but she DID end up seeing just a glimpse of the peaceful and happy boy staring back at her from the picture. She never saw what happened to him after they had defeated Taskmaster and joined the Academy. In fact, she realized grimly, that she hadn't spared him much thought since he disappeared.

Face pinching into a grimace, she crossed her arms over her stomach, suddenly feeling sick with guilt. She hadn't even thought of where he was right or if he found what he was looking for. They may have only known each other for a short while, but it still seemed undeserving to him.

*Where ever you are Adrien, she thought grimly, I hope you're okay.*

Chapter End Notes

This chapter is dedicated to my good friend Wolf2477. I know you terminated you account Wolf, but I hope you see this and know that I had lot's of fun talking with you! <3 <3

Also, fun fact, Dagger's name is Tandy Bowen and Cloak's name is Tyrone (Ty) Johnson. I did not know this. And now I do. :D
Nothing is No Thing.

Chapter Notes

Sorry about the language in this chapter, not F-words, but other swear words. It was kind of hard to avoid. So, warning for that!!

Peter Parker (POV)

There was something in the room with him. He couldn't see it. Couldn't feel it, taste it, or hear it. But it was there. Looming over his back like some kind of phantom, drawing its clawed fingers seductively down his spine and leaving behind needle-like shudders that rattled deep his bones. Sometimes he saw it just out of sight, through his peripheral vision. Just a fleeting look of a dart of movement before it was gone.

Peter's never felt completely safe in the White Room, but he's never felt threatened like this before. Every hair stood on end, and with his arms tucked inside the straitjacket, he felt especially vulnerable. But that was mostly due to the fact that he couldn't even sense anything. His spider-sense did nothing to warn him of something lurking behind him, not so much as a tingle due to the fact, he constantly tried to reason himself with, that there was probably nothing there. How could there be? The room was small and it was impossible for something to remain unseen like this for this long. It was nothing. It was all in his head. It HAD to be.

Yet, there it was again. Hiding just out of his line of sight. He could see it drawing closer....and closer...and closer...

Peter lurched to his feet, causing the blanket that his feet had been tucked to fall on the floor. Breathing heavily, he paced the room, chanting under his breath, "It's not real. It's not real. It's not real." In any other circumstances he might've been a little embarrassed to have to reassure himself with those words, but he didn't have to worry about Morbius hearing him anymore. Not only did the straitjacket return, but the collar was back as well. It was choking him and making it harder to breathe, and with it came the numbingly cold feeling that iced his throat and took away his voice; so, it was a somewhat, extremely small, relief that he didn't need to be worried about being ridiculed by Morbius. But it was small.

"It's not real. It's not real. It's not real."

He focused on his feet, his pants, the sleeves of the jacket, but those things did little to help. There was still white everywhere, making up everything, and inside everyone. He was even beginning to see it when he closed his eyes; the bright dancing speckles of white residue hiding beneath his eyelids, so there was no escaping it. And then, if that wasn't bad enough, whenever he opened them again, the thing was always there. Leering. Taunting. Driving him crazy!

And as if in retaliation for that, he saw something move off to the right.

Peter shook his head, keeping his eyes on white, rubber material of his feet. "It's not real. It's not real. It's not real."
It drew closer.

"It's not real. It's not real."

It touched his shoulder.

"It's. Not. Real!" he scolded himself, he berated his head with the message, yet he still found himself whirling around to confront the thing, but it was already gone. His eyes bugged as hysteria built rapidly in his chest. He jerked left. Nothing there. Right again. Blank, endless, bleak, white walls stared at him. A scream of frustration crawled from his throat, but it made no sound past the collar. He found it especially belittling that he couldn't even cry out for help anymore. What more was Morbius going to take from him?

There was no time to dwell on that though because the thing was back again. It was EVERYWHERE! There was nowhere Peter could go that left it behind. It was always going to stalk him, and watch him, and close in on him. If Peter's hands were free, he was sure he would've started pulling on his hair in frustrated dread by now. "Leave me alone," he pleaded mutely, "Leave me alone. Leave me alone. Leave me alone. Leave me alone."

It drew closer.

Another scream almost ruptured past his tongue again. Chest heaving, Peter's pacing increased with each heavy breath as his eyes flew around the room, wild and frantic. There is nothing to see, he told himself. Nothing is there. There was nothing. White was nothing. It was empty. Empty and nothing. Nothing could exist in an empty place. He was nothing in this empty place. He was empty. Empty and nothing. Nothing and empty. That is ALL. THERE. WAS!

Sweat trickled down his brow and into his eyes, but there was little he could do to wipe it away. It was too hot in the straitjacket. Too cramped and stuffy. He couldn't move his arms; he can't defend himself. His legs were getting weaker too, even now they shook with strain just by allowing him to pace. With a silent groan, he collapsed in a corner of the room to his knees before shifting to sit. With his back to the corner, he could see everything in the room from any angle. Thus, he could see anything coming. Bringing his knees up to his chest he glared over the caps, daring the thing to show up now. He stayed like that, staring, and staring, and staring until his eyes burned. He could feel seconds ticking off in the air, and those seconds turned to minutes. And when nothing seemed to show, a smile, slight and victorious, stretched on Peter's face. Ha! It wasn't so tough now, was it? Now that he would be able to see it. Ha! Ha! Ha!

There was nothing. Nothing was in here. It was empty, inside and out. White was nothing. He felt his eyes twitch and his fingers under the cloth trembled, but he still smiled. The thing was not real. It was nothing. No thing. Nothing. No thing. Nothing. No Thing. Nothing. It all made sense. It all connected. He nodded affirmatively.

Slowly, he began to calm once more. He nodded again. Everything was okay. His breathing slowed and he took a deep, inhaling breath. All good. Everything was good. His friends would be here and he would be okay. He would....

Friends...

Slowly, his smile deteriorated. Friends? Friends...who? His eyebrows narrowed, suddenly perplexed, and his lips parted slightly as if a name or explanation would tumble out, only....only nothing came. He stared at the wisps of hair hanging in his line of sight, eyes flickering as he tried to remember...remember something. Something important. He searched his thoughts, scrambling through the multitude of fear, and pain, and panic, and white, and things, and endlessness. His
thoughts felt fuzzy and muddled and out of focus. Was there even something else? Maybe...Yes...yes there was.

But what was it?

His brain tickled irritably and offered him nothing. Teeth gritting, Peter set his eyes and fought against his muddled state. Finally, after a throb started in his temple, he managed to draw something out of his consciousness. A memory, he thinks. It's in a big room and there are people everywhere. Lot's of people. Kids? Kids in costumes? They're....smiling...laughing, about...about something. But, who were they? He frowned, searching deeper.

There's a kid with blonde hair near him. The guy's costume was green and gold, there's a black creature (a dragon) on the chest. He's smiling in amusement. He says something. But it's confusing and worded weirdly. Who was this guy? He seemed...familiar...

His name was D-David...Dave...Dan...Dan-Daniel - Danny!! Danny. His name is Danny Rand. Then there's someone else. Another guy, bigger, brown skin, lot's of muscle, but a kind face. His name was....was...Luke? Yeah, Peter thinks it was Luke. Slowly, more names begin coming back to him. He see's a black and white costume, he shudders, but a name instantly draws to the forefront of his mind.

Ava. White, black - White Tiger. Ava. But her face is fuzzy. She might have brown - maybe black - hair, and her eyes...he-he couldn't remember what her eyes looked like. Her features were blotched out and fuzzy, like color on a wet paper.

There were others too. Many others. A bright, flashy costume - blue, gold, red, black...Buckethead? Who was Buckethead? What did he look like? And the others. So many others. Seemingly as soon as he had conjured up the memory, it dissolved back in his head. Peter sat against the wall, defeated and staring at nothing incredulously.

Those were his....friends. His friends. Yes. Yes! He did know them. They trained together. They lived together. They fought together. He knew them and they knew him. Them and the rest of the kids - they were all friends. They all knew each other. They would be here for him. They were going to get him out. The thought left him with a high sense of relief. But then a ball of dread dropped in his stomach just as quickly as he came to the terrible realization that: he had forgotten them.

His eyes widened in horror. He FORGOT his friends! He hadn't been able to remember them, their names, their faces! It had been gone. If he hadn't remembered them right then....would if he had forgotten them permanently. His heart spiked as his terror grew. Who else would he forget? Who else HAS he forgotten?? There were so many important people in his life. So many people he cared for. What if....what he forgot them all. Danny, Luke, Ava, Sam, Flash, Dagger, Cloak, Cho, Miles, all of them, gone.

Another image pulled to mind. A woman with white hair, soft eyes, and a kind smile. She was important, he could tell right away. And she was...her name was...uh...Michelle? Mia? Alice? May. Aunt May! It was Aunt May. Beneath the straitjacket his fists clenched. He forgot AUNT MAY. His Aunt, the mother he never had. How...how could he forget her? There was no way he would....This - this couldn't be happening. There had to be an explanation.

"There's always a connection, Pete."

Who said that? Peter gasped, startled. His face jerked up and he focused his eyes on the room, and instantly scrambled away, mouth falling open. A man was in front of him! A man he definitely didn't recognize. The man's face was narrow and angular, he was tall and slim in build, with brown hair,
hazel eyes, and a pair of round glasses. He wore a green sweater and slacks underneath a starch white lab coat. All Peter could do was stare. The guy's lips lifted into a small smirk and he inched forward, the flaps of his lab coat moved with him, swaying with the movements. Peter pushed himself further into the corner as he realized that THAT is what he had been seeing before. The thing that had always been darting through his peripheral vision.

Which meant...this guy was the thing he's been seeing? This man was the thing that's been tormenting him this whole time. The thing stared back at him, it's eyes bright and smile kind, but even so, Peter could feel his heart flailing like a headless chicken in his chest. This...this wasn't normal. The White Room didn't even open up, Peter would've seen if something like this entered, so, what the hell?????

"W-who are you?" he tried saying, but, naturally, nothing came out. The thing's smile broadened as if amused by his efforts.

"Long time no see, Peter," it said.

Peter would've pushed himself into the wall if he could. No, no, no, no, no, no, no, no, no, no, no, no, no, no, no, no, no, no - this wasn't happening. Nothing. No thing. Nothing. No thing. That is ALL there was. Not THIS. Slowly, he shook his head. THEN shook it more roughly. Who was this thing? Peter didn't recognize it...he didn't...didn't...a-actually, come to think of it, the thing DID look kind of familiar. But...but that was it. All he could push from his mind was the faintest, slipperiest wisps of a memory of something...nice.

NO! This was the thing. The thing that's been driving him crazy for-for who KNOWS how long. The thing that kept slipping away from him no matter what he did. "No." Peter gaped. "No. Go away! You're not...You can't..."

The thing's smile dipped, almost like it was disappointed. It reached out a hand, to touch him. Peter's breathing staggered and he jerked to the side, scrambling away from the outstretched hand. Somehow, he managed to stumble to his feet and backed away; far away. The thing got to its feet too but didn't follow. Peter looked at it, then up to the camera, he had found, then back at it. Was this a trick of Morbius's? Was it some kind of new hologram technology that the bat-shit crazy scientists developed?

"Morbius!" he shouted, not daring to take his eyes off the thing, but, once again, his voice was utterly useless. Which left him with nothing. What did Morbius expect him to do? It must be a test! Morbius loved tests. He wanted to see how Peter would react. How...how should he react? Fight the thing? Submit? Ignore it? No...he's been fighting it this whole time, he's been ignoring it too. So...SO WHAT DID MORBIUS WANT????!! Peter's teeth ground together as terror and panic and confusion merged into a bomb of shrapnel inside. It exploded in his stomach, tearing up everything, all thought and reason, and making its way into his chest, down his legs, through his arms, and in his head. He had to get Morbius's attention! When nothing came immediacy to mind, he did the first thing that popped into his head. He ran and slammed into the side of the room. The wall trembled, and upon impact, he fell down on his back, but scrambled to his feet just as quickly. Face set in a growl, he ran and slammed into it again, this time so hard that his shoulder popped out a place as soon as he made contact. Peter hissed, feeling the burn race down his arm as naturally responsive tears prickled his eyes. But when he looked up a dent appeared on the wall. His eyes widened for a fraction of a second, before narrowing down in pleasure. He got to his feet once more and hit the wall again. His shoulder burned as if on fire, but the dent was bigger. A mad gleam filled his eyes.

If Morbius wasn't coming to him, he was going to Morbius!

He staggered up and raced at the wall again. The pain in his arm got worse, but it only acted as a
sensation to spur him on further. When he got to his feet once more, however, a hissing filled the room. Peter glared as gas was discharged into the room. So Morbius was watching. He looked at the dent in the wall and felt his muscles seize in anger.

All he wanted was to get out. He just wanted to go home! And he was sick of letting Morbius take that away from him!

He got ready with renewed vigor. Only, instead of hitting with his shoulder, this time he jumped up to the ceiling and propelled himself off, twisting in midair so he hit the wall feet first. As weak as his limbs were, he was no normal person. He still had a little strength left. He struck the wall. His feet jolted with the hit and for a minute he felt the bones in his legs rattle, but it was all worth the crack that sprouted on the wall. The smallest spark of hope flickered in his chest.

Gas was filling up the room fast now. Peter held his breath and got ready to hit it again. He managed to, only it wasn't as strong. He gasped when he fell down on his arm, gritting his teeth against the burn. As soon as the gas entered in through his mouth, though, its effects were immediate. He stumbled up in dizziness, struggling past the swirling, dancing patterns in the gas. He shook his head and looked for the dent, now obscured by the gas. He took a step forward, but collapsed. Both arms throbbed, his feet ached, and his head swam with light-headedness. The wall was 5 feet from him. The crack was bigger now, enough so that he could see the gas escaping through it. He was so close. Despite the ache in his body he shuffled forward, wearily rolling to his knees; just a little closer. Just...a little...more.

But there wasn't enough in him. He collapsed back down, vision swimming like an Olympic athlete. Through the clouds of white mist, he saw a figure moving toward him. Shiny black shoes stopped in his face. Peter lifted his head with whatever energy he had left and stared at the face of the thing. Its mouth was set in a frown, small and disappointing. The thing shook its head sadly. And that was all Peter saw when his head fell back down and vertiginous took over, leaving him in the welcoming embrace of unconsciousness.

When he woke up again the first thing he was aware of was that his arm was back in place. Both still ached, same with his feet and legs, but it was better; tolerable. The second thing he was aware was that the collar was off. The mind-numbingly cold feeling in his neck was barely there anymore, meaning the collar had been taken off not too long ago. And the third, he was not alone.

Upon opening his eyes he instantly noticed a figure sitting on the cot sharpening, what looked through his blurry vision, a knife. Peter groaned and closed his eyes again, noting that his voice had already returned some as the groan was low and raspy in his ears. Unfortunately, the straitjacket was still a thing, and he had to roll over on his back to sit up. When he opened his eyes again they were clearer, enough so that he instantly recognized that it was Crossbones on the cot, rather than the thing. But of course, with the knife, he should've guessed.

"Long time no see," Peter gruffed, wincing with how raspy his voice sounded; kind of like an old man.

Crossbones snorted, obviously unamused. "Can't say I'm disappointed," he retorted. "I see the collar is taking a toll."

Peter sighed, he was not up for this right now. "Why are you here?"

Crossbones looked up from his task, "Just thought I'd see if your ready talk." he answered, then went
back to sharpening his knife. "So, ready to spill your guts?" Peter stared at the knife, unamused with the term of phrase. He looked away from Crossbones as an answer. The older man sighed, "This is getting tiresome, boy,"

"Is it?" Peter whispered, his own slip of weariness bleeding through. "Sorry, I hadn't noticed,"

"Yeah, well I have," Crossbones ran his finger along the edge of the blade, satisfied. "I'm tired and I'm guessing you are too. So how about we finally finish this stupid battle of wills and be done?" he leaned forward. "All you have to do is tell me Fury's location."

Oh yeah, that's why he was here. Not just because Crossbones was a major jerk. Which....actually, come to think of it, did Peter know where Fury was? His memory was anything but reliable. So, did he forget that too? No....no he didn't think he knew, to begin with. Which....

Wait....why was he not telling Crossbones he had no idea where Nick Fury was? There was a reason, he knew that much. It was to....to....Peter's brain came up fuzzy. It was for some reason, but he wasn't sure what. Honestly, even after just waking up, he felt too exhausted. Physically, mentally - even spiritually. He felt as if his very soul was beginning to weigh down. He was just tired, so much that even thinking was beginning to feel like a chore.

Crossbones must've taken Peter's silence as defiance. "Or," he continued melodramatic. "We can just continue our little game until you break. I'm not concerned. Your friends stopped looking for you a while ago, they already found a replacement, so I have nothing to worry about. I have all the time in the world. In fact," he looked at Peter with an interested tilt of his head, "maybe I can boost our game to the next level. If the White Room is giving you such a hard time, you'd hate to see what else we got." Peter swallowed thickly, finding himself unable to meet Crossbones eyes. Dread and anxiety flushed his system with just the thought of this continuing, of being put in the maze, staying in the White Room, getting shot and zapped, seeing the thing. This was the last thing he wanted. He wanted nothing more than to get out of this hellhole and go home. But it didn't seem like that was happening anytime soon. Crossbones yawned and slipped the knife into a sheath on his leg. He stood up and stretched long and casually before rounding on Peter, not talking, just walking, observing, like a wolf to its prey. "I can already tell you're close to snapping, Parker, if you have already," he continued. "Have you been seeing things lately?" Peter stopped breathing. "Oh of course you have. I saw you talking to yourself on the tape; it's not real, heh?" Crossbones chuckled. "You might not have been able to talk, kid, but I can lip read. I saw the whole thing before you went ballistic. Tell me though, I'm curious, who did you see? People always see something different. Sometimes its a monster, or a personification of their greatest fear. Sometimes its someone they knew, a family member or friend, or someone they last; a ghost from the past. And sometimes it was something as simple as a dog. So, who was it for you?"

Peter stared at the floor, inside the straitjacket his hands trembled. He didn't have to answer, it was none of Crossbones busy. And yet, "I-I don't know," he found himself whimpering, finding the words slipping past his lips before he could reel them in. "I...I don't know..."

Crossbones was quiet. His circling stopped with him directly behind Peter. Peter could sense the older man, like a weight on his brain. Both he and his captor were still; stuck in time. Then, before Peter could react, his spider-sense flared to life and he was suddenly pushed to the floor. Crossbones had him by the neck with his massive legs pinning Peter's leaner ones to the ground while the other hand pushed his back just between his hands. Peter grunted, face stinging where it smacked the floor. He felt Crossbones lean forward and growl, "Listen here you little punk," and just like that, in all its familiarity, Peter suddenly felt himself propel somewhere else.

The floor cold and hard. He felt his face bruising from where he hit it, and his lower back ached
from the sharp jab it took from earlier. A swell of panic and surprise opened up inside as a body came on him from above, yanking one arm straight up farther than it could naturally go, as his other arm was pinned by a strong leg also serving to hold down his legs accompanied with the other one. He couldn't move, every muscle seized up and froze as the pulled up arm trembled, the bone threatening to break if it was pressured any further. He tried to understand what was going, questioning what was happening when a voice growled harsh in his ear, "Come on punk," the voice was cold, rough, and familiar. "don't you know when your being stabbed in the back."

Peter was only vaguely aware that Crossbones was still talking. Suddenly, he wasn't quite sure where he was anymore and became acutely aware that he was beginning to hyperventilate. The hurt, panic, pain, and betrayal came back, completely crushing his already taxed lungs, making breathing a whole lot of a harder task. He realized, after a moment, that Crossbones was also no longer talking, but now watching him, expression unknown behind the skull mask. Through the corner of his eye, Peter saw the mask begin to change to, till suddenly it was no longer black with a skeleton, but black with bright, glossy blood-red eye lenses - he could almost feel the prick of a stinger against his back. He was beginning to feel light-headed again. There was too much going on as he minds constantly slipped between the stark walls of the White Room and the bleak, grey walls of the S.H.I.E.L.D Triskelion. He was only somewhat aware that he was beginning to ramble. "S'not real. Not real. C-can't be, it's - it's too long ago. It already happened. It's over. Ben is back. It's okay. He's good. I-I'm....nothing to....no thing...can't...I can't," he sucked in a trembling breath.

Crossbones stared, before leaning down again. "Where is Nick Fury, punk?" and it's painful how much his voice reminds Peter's of Ben - of Scarlet Spider - back when the pain of betrayal was still fresh. The dark, gravelly voice growling in his ear as his arch-nemesis laughed from above. It's hurt, and before he knew it, a wound - long thought healed - was reopened, spilling out everything he had kept inside. The physical pain, the emotional pain. How could Scarlet do that to him? How could he just betray his family? How could he betray him? All Peter had ever done was try to befriend Scarlet. He tolerated the other spider's crude comments and sneers, he defended him whenever Flash criticized him, he constantly told him that he would not let him down and never abandon him, and all Scarlet had done was scoff at his attempts and say that you could never trust anyone. Peter had thought Scarlet was just scarred from a bad life, he never thought it had been an omen of what was to come. And now it was back. Everything from that day came back, and it was crushing.

Peter gasped at the painful hurt and stabbing anger. "I-" he felt Crossbones presence, "I-" he felt Scarlet Spider's stingers at his back. "I-" he couldn't take it anymore! "I DON'T KNOW!" he yelled and his eyes squeezed shut as hysteria took over. "I DON'T KNOW! I. DON'T. KNOW! I NEVER KNEW! FURY DIDN'T TELL ANYONE! LEAVE ME ALONE! GO AWAY! CROSSBONES! SCARLET! GET OFF! GET! OFF!" a minute passed of him screaming, and cursing, and flailing before Crossbones got up. Even once the pressure on his back resided, it took Peter's heart several minutes to begin to calm. He stared at the floor, sucking in breath after breath as his entire body shook. Then the haunting memory slowly faded away until it was nothing more but a skeleton hiding in the closet. But when he finally managed to look up, he immediately knew he had made a terrible, terrible mistake.

Crossbones was standing over him, every muscle taut and coiled. The anger practically radiated from him in waves, causing every receptor in Peter's body to panic; his hair stood on end as his spider sense tingled warningly at the base of his skull. Slowly, Crossbones took in a deep breath. "You. Know. Nothing." he repeated slowly through grit teeth. Peter didn't make it worse by answering.

Crossbones shook his head, running a hand over his covered hair. "This whole DAMN time you knew NOTHING!?" every fiber of Peter's body told him to run away. He felt his own body coil, ready to fight or run even though he knew for a fact, given his current state, he was going nowhere.
His spider-sense flared alive again as Crossbones moved and the next thing Peter knew he was staring, wide-eyed, down the barrel of a gun. His heart froze and every breath fled. He could feel Crossbones heated glare through the empty sockets of the skeleton mask. "You little bastard," he spat and his finger tightened on the trigger.

Peter's spider-sense screamed in his head.

The finger squeezed down.

_BANG!_

_BANG!_
Chapter Notes

The last chapter was my most receptive chapter in a while XD Thanks, guys!

Sorry for the cliffhanger, only....not really. But, hey, new chapters so - yay!

See the end of the chapter for more notes

Norman Osborn (POV)

It was in the middle of a meeting when it happened.

Norman was barely 15 minutes into discussion with the members of his board. One of his colleagues was up listing the damage taken to the Oscorp facilities during the symbiote outbreak that had happened. Every time Norman saw the news, his mouth soured with the remembrance of his son turning back into Anti-Venom. But it must've been different this time. As soon as the word "Carnage" was spoken, Norman didn't think of Harry. Instead, he doubled-over, as if he'd been gut-punched as a memory came raging back into his mind like a wildfire. It took over his head, throwing him into the past.

He was in a large, spacious room. Generators hummed off in the back. Roll-able tables, monitor boards and other pieces of equipment were each placed carefully around the room. Off to the side, a tall cupboard was filled high with tightly capped vials and containers, all neatly marked and in pristine order. The lights of the ceiling must've been tainted with a hint of green as everything was cast in a ghoulish light, all aside from a single beam of painted light that shone out past the stained glass window far, far up on one side of the ceiling.

He felt particularly happy, body tingling as it came down from an adrenaline high.

Just that morning he had chased down Spider-Man and crushed that pesky bug beneath a fallen building, after which he also successfully nabbed his rightful son and heir. Today had been a perfect day. Norman grinned widely, chuckling to himself as he injected the squirming, writhing slip of symbiote into the transfusion gun where it would wait until it was ready to be put to use. He stared at it thoughtfully, loving the violent way it attacked the glass of its container, before his gaze slipped over to the unconscious teenager strapped down nearby. His grin widened. He had some time before Peter Parker woke up; he had to make sure everything was ready.

Norman put the gun down so he could check in with the data on the symbiotes upbringing. A final run-through before the main event. He was barely gone a few minutes before a low groan reached his pointed ears. Hmmm, that shouldn't be right. The dose administered to the boy should've been enough to keep him under for, at least, another 30 minutes. Though. Norman supposed he could've gotten the dosage wrong. But, hey, if his son wanted to wake up, he wasn't going to stop him. An Osborn takes what they want.

Norman didn't go to greet the boy, however. There were things he needed to attend to first. He finished with the final checkup of his data and did a quick run-through of the security measures
around the building - he didn't want them to be disturbed. Only after all that did he walk back to where his boy was. Peter was already wide awake on the metal treatment table, eyes like saucers as he pulled and twisted beneath the thick restraints holding him down. Quick to his senses and fiery in attitude, Norman saw so much of himself in the boy. It was fate that brought Peter to Harry. To the Osborn family. It was a sign that Norman was ashamed to say he was only realizing now.

He turned his grin on his heir as he approached the table. "Welcome home son!" he boomed, not unpolitely. The boy was new here. Probably knew about Norman and his new...change, only what Harry told him and what news spread. Norman knew his new appearance could be more....startling, up-close.

And he was right. Peter looked at him apprehensively, body tensing with each step he got closer. But, Norman noticed, Peter didn't look as startled or afraid as he would have initially thought. Norman approved. "What do you want?" the boy asked, confused and weary. Instantly, a hard glint lit in his eyes as he struggled against the bonds once more, harder. "Let me go!" he demanded, then paused expression narrowing. "Did you just say, son?"

"The son I always wanted," Norman answered, walking to the side of monitors by Peter to check in with his vitals. "Harry and I share a few recessive genes, but nothing more," he looked back at Peter, feeling something a keen to pride in his chest. "You're smarter, more driven. And as a wimpy, defenseless kid, you'll appreciate power. You can be a greater creation then the late, great Spider-Man." Peter would be perfect. Harry told him all about the bullies Peter faced. His new son already had the brain, and with the power Norman can give him, he'd be the greatest creation of them all. However, for a moment, Norman thought he saw a glint of something humorous in Peters' eyes before it was gone again. The boy probably that he was spouting big talk. He didn't think Norman meant it. Of course, the boy didn't; this was Peter Parker, the kid who got shoved in lockers and teased for being intellectual and small. His physique wasn't impressive, sure, but his mind was a far greater prize. With power AND intelligence, Norman knew Peter would be something unstoppable. Someone like a TRUE Osborn. Something like HIM!

Norman picked the gun back up. Vitals were all good, Peter was a healthy boy. Everything was perfect. He didn't even wait and reached down and inserted the small, hollow needle into the crooks of Peter's arm, ignoring the wince from the boy as he pushed the symbiote through. Peter grimaced, but as soon as the gun was pulled away, real panic etched itself on his face. "What did you just inject in me?" he demanded, voice rising. "What am I going to turn into!" His eyes widened in horror as though different scenarios were running through his head.

"It's just an old family recipe," Norman soothed and crouched down to watch as black tendrils began to envelop Peter's body. He chuckled. "To help you grow big and strong," Black symbiote rose from Peter's feet and hands, crawling up the torso covering the body until even the head was enveloped. Grunts and cries of pain came from Peter as he pushed the symbiote through. Peter grimaced, but as soon as the gun was pulled away, real panic etched itself on his face. "What did you just inject in me?" he demanded, voice rising. "What am I going to turn into!" His eyes widened in horror as though different scenarios were running through his head.
free, it ripped the bonds around its mid-stomach, waist, and knees and burst free from the treatment table.

It dropped on the ground but was on its feet racing around the room just as quickly, tearing and slashing at anything that got in its way. Norman peered at, head tilted slightly with interest. "Yes," he hissed slowly; the pride in him grew.

The creature jumped at the cupboard of vials and containers, breaking one shelf and scattering different chemicals and bottles everywhere across the floor. After losing its leverage on the shelf, it fell and instantly rose to jump on one of the hexagon-shaped screens spread abundantly around the room. It clawed at the edges of the screen before sliding down, diggings its claws into the bottom edge, which only brought the whole thing crashing on the ground. The image on the screen flickered as the screen cracked. Not that Norman was annoyed. It was on the Bugle news channel anyway.

However, he was mildly startled, though even a bit happy, when the creature unexpectedly ran at him, with tendrils of the symbiote lashing out alongside its claws. He DID expect that to happen sooner or later. "Whoa," Norman laughed, dodging the rapid swipe of claws. His grin was feral as the glove on his hand sparked to life and brightened with power. He roared, "OBEY SYMBIOTE!" the blast of electricity knocked the creature back some, but not enough to make it imbalanced. It did, however, crouch instantly on all fours, similar to Spider-Man, with its body tensed and trembling, but no longer attacking. Good. That meant it could listen.

Norman surveyed the damage to his lab with a look of excitement. "Perfect!" he said. "Look at the absolute carnage you've wrought! I-" he stopped with a hum as he was struck with a thought. "Carnage," he repeated. "I LIKE it!" The creature only stared back with its whole body heaving and twitching with pent-up energy and aggression.

In the corner of his eye, the flickering screen of the Bugle Channel sparked as a familiar red and blue caught his eye. Norman looked over, grin diminishing as he watched as Spider-Man's team pulled him from the rubble of the building he collapsed the bug in earlier. "Still alive," he growled in disbelief. "NO!" the screen was instantly crushed underfoot and he looked back at the creature in fury. Spider-Man was supposed to be DEAD!

"Find him!" Norman ordered. "RIP him to SHREDS." The creature's eyes widened in what could only be seen as interest and blood-lust. "Bring me Spider-Man, THEN you can be part of the family." the creature turned away, already shrieking in excitement. Two tendrils lunched from its back, hooking onto the ceiling and he jumped up. Tendrils snapped out, finding holdings in the walls or beams as Carnage jumped from place to place before leaping out of the hole in the single stained glass window, free to New York City.

Norman watched, a slight of hysterical giddiness bubbling through his chest for his boy.

Norman withdrew from the memory almost as quickly as he was sucked in. He took in a deep, shuddering breath, eyes wide, as he stared at the lines of the mahogany table he was gripping. After a few seconds, he realized someone was calling his name and looked up, where he met all the eyes of the concerned - slightly exasperated - members of his the board of directors.

"Are you okay, Mr. Osborn?" one asked.

Norman was stuck between wanting to nod that he was fine and tell them to continue and shake his head that no! Of course, he was not okay! He just had a flashback of a time when he had been a horrific green monster. But he held that rather unprofessional thought in and said instead, "Sorry, but you'll have to excuse me for the remainder of the meeting." and got up on shaky feet. Protests instantly followed, of which Norman only grit his teeth to and kept walking. He ignored them all as
he left the room, feeling only the presence of his bodyguards behind him, doing their duty to protect him. At least they didn't question him. They learned a long time ago that Norman Osborn did what he wanted.

He took the elevator up to the penthouse of the Oscorp Building, where he lived with Harry, his TRUE son. Not Peter. Only Harry. That...that memory was nothing. Goblin had been a lunatic. Just plain crazy and insane. Peter...Peter wasn't his SON. H-Harry was. Harry was the only son he needed. Goblin was crazy...just crazy....

He made it back to the penthouse. As soon as he stepped out he was greeted with the shrieking of loud music and the toned sound of pixelated guns firing. Walking through the living room/kitchen junction, he saw Harry sitting on the couch, controller in hand with a variety of junk food spread around. He had rules about food in the living room, but, frankly, Norman was too tired and relieved to see Harry to point it out.

Harry looked up at the screen, eyes heavy and dark, but he still managed a warm smile, "Hey dad. I thought you were in a meeting,"

Norman stared at his son's face, zeroing in on all the features they shared. Their hair. Their eyes. The nose. The curve of his cheekbone. "I - something came up," Norman told him, ignoring Goblins harsh whisper Harry and I share a few recessive genes, but nothing more. He grimaced slightly, "Go back to your game Harry but turn the volume down. I'm going to take a small nap,"

Harry's eyebrows quirked at the term: nap. Because since when did Norman Osborn take naps? But he shrugged, muttered a "Sure thing" and went back to his game. Norman continued to stare at the back of Harry's head.

I never wanted Peter as a son more than Harry, he told himself firmly. Harry is the only son I ever wanted. Yet his stomach curdled with guilt because he knew that was a bold-faced lie. Grimacing, Norman left his guards outside his bedroom and locked the door behind him. Instantly, he collapsed on the bed dropping his professional entrepreneur composer on the floor as he buried his head into his pillows like he was 14 years old again. Guilt ripped through him like knives. How could he have believed something like that? How could he have wished someone else was his son?

Through everything Norman has put Harry through, his boy took it on the nose. No matter how many times he was neglected or ignored, Harry still stuck by Norman, as faithful as a son could be. Even through the Goblin-fiasco, Harry had countlessly claimed that he still loved his father and would do anything to help him. And what had Norman done? Ridiculed him. Mocked him. Preferred his best friend as a son over his own flesh and blood.

Blue eyes squeezed shut as Norman wished the memory had never come back to him; hoping he would just forget again.

He truly was a bad father. A horrible father. Harry deserved so much better. But what could Norman do? Emily was no longer here; he was the only parent Harry had. He sighed into the silk cases of his pillow. Emily had such a better view of these kinds of things. Norman was certain none of this would have happened if he would have stuck by her views, but - he looked at the picture of her on his nightside - she was gone and it was just Norman now.

Harry still loved him - Norman was sure. Where the teen found it in him to constantly forgive Norman was a mystery, but it was real. And now Norman HAD to reciprocate. He would be there for Harry, be the father he needed. He would give Harry back the love he was constantly, undeservedly given. THAT was a promise. And he'd start with finding his son's best friend.
Eyes set in determination, Norman turned over on the bed and stared at the ceiling. Octavius had been under his employment for years, he should know where the scientist would most likely hole himself up in. He knew Otto liked secluded places because he liked working alone; somewhere dark or dim-lighted for his sensitive eyes, but comfortable and spacious enough for his arms to move freely. The sewer lab was a good place. But where next? There had to be another place, some default lab. Otto loved backup plans, he always had scenarios thought out in case something went wrong, it was practically a superpower. So, if he did have a default lab, it would have to be somewhere nearby so he wouldn't have to carry Peter to far - a far away location only made the likelihood of Peter waking up and escaping greater. Perhaps there were some warehouses nearby that S.H.I.E.L.D had overlooked.

UGH! But he wouldn't find out *where* Otto went until he found out *why* he left. The blast in the wall. That couldn't be self-inflicted, Otto wouldn't do that to his own lab - not willingly anyway.

Okay, so last he knew Octavius was employed with Hydra. So, an enemy of Hydra maybe? Not the Avengers, someone else.

Norman got up from the bed and began pacing, letting his mind throw up bits of facts and scenarios. There was a connection between it all, but what was it? Hydra was a pretty secure facility, but....a thought came to Norman...buuut, who's to say Hydra knew about Spider-Man's kidnapping. Octavius was a selfish man, and Hydra would preen to know they had such a hero under their mercy. But Octavius wouldn't want Spider-Man for leverage, as Arnim Zola or whoever was in charge, would want. Oh no, he wanted revenge, something Hydra wouldn't grant him complete access to. So, maybe the kidnapping was done in secret.

But that still begged the question about the hole. Norman stared out of the window of his bedroom, not looking at anything in particular yet trying to draw the answer out of the alleyways and open streets far below. As he waited for inspiration to strike, a flash of something green popped out of the corner of his eye, instantly drawing his attention. It was a toothpaste commercial on a Bugle jumbotron. Yet, it had him thinking back to the green lab from his flashback. Now that place was definitely new and he had no recollection of it blowing up. He thought back on the hexagon screens spread throughout the room, all holding different bits of data and video footage. Lot's of video footage, in fact...

A thought trickled into his mind, drawing a slow smile on his face. Maybe...maybe that was the lab where Goblin stored all his data! If that were true, it would have the video feed of Otto's sewer lab! Excited, Norman turned from the window to grab his coat, of which had been strewn on the floor. He pulled it on and reached for the doorknob, only to stop centimeters from it as he realized he had absolutely no idea where Goblin's lab was. Energy depleting, he huffed and sat back down on his bed, running his hands through his hair. For a minute, he really thought he was on to something.

Perhaps S.H.I.E.L.D had a file on Goblin's whereabouts. It would probably be incredibly hard to fly through New York on a glider and keep a secret location hidden. But Goblin wouldn't have an entrance to a lair it out in the open either, he was too smart for that. It had to be something else. Something close to his main source of power, of which happened to be Oscorp.

He referred back to the memory. It had to be somewhere dark and roomy, with installed dashboards, screens, and properly equipped to hold chemicals. There were tube-like vessels of steel and iron. Big beams. But it was also kind of broken down; he remembered splintered beams, cobwebs, and a broken stained glass wind-window...

Norman flew to his feet, running back over to the window of his room.

There was a broken stained glass window at the very top of the building Goblin used as a lair! A
great of expanse of buildings stood in front of him, but he only had eyes for one, standing several 
blocks away but perpendicular to the Oscorp building. At the top, he spotted the wink of stained 
glass punctured by a spot of black - a hole. He stared for several more minutes before his excitement 
was sparked and he grabbed his jacket once more with a growing smile. He would have to leave his 
bodyguards behind; they had no place in a place like that. No, all Norman needed was his himself 
and a suit of armor. He walked into his closet and moved aside a row of hanging suits. Behind them 
a smooth clean wall waited for him, only sticking out with a small, almost unnoticeable hitch close to 
the side. He pulled it and the wall clicked and moved to reveal an entryway into an elevator.

He stepped in and pushed one of the two buttons inside. The whoosh of the elevator going up no 
longer put butterflies in his stomach. No one but him and Harry knew about this elevator, and not 
even his son knew what was inside the room at the very top. The ride up took only a minute before 
the elevator slowed and the doors slid open with a loud DING! Inside, was a large room under the 
illusion clutter due to the great amass of tables and work areas stuffed with tools and half-finished 
gadgets. Papers and blueprints were neatly organized in cubbies on the wall, whereas some were still 
strewn on the tables. Off to the side, an unfinished suit of armor he was working on stared at him 
with black, empty eyes. A small bed - more of a mattress really - was pushed far off in the corner 
with a few pillows and a comforter folded on it, there in case he ever pulled an all-nighter. It was like 
home. This was his getaway lab. Being the owner of a large and successful business was nice and 
all, but there were still times when he needed time to himself. Besides, Tony Stark wasn’t the only 
inventor who enjoyed making new things in their spare-time. This was the place Norman could go to 
feel 21 again.

But Norman wasn’t there to finish an old project or even start something new. He walked across the 
room to the opposite wall where it was already opened to reveal the gleaming metal of his Iron 
Patriot armor. He stared for only a moment before calling “Iron Patriot armor, Alpha – activate.”
Instantly the metal head lifted, eyes flashing with bright blue-white light. The armor stepped down 
from its position on the wall as it whirled and drew apart in the center, widening until there was 
space enough inside to step in, which was exactly what he did. As soon as he was positioned, the 
armor drew back together, this time with him within its metal plating. The interior lit up as the visor 
over his eyes flickered to life displaying scans of the area, the condition of the suit, its power, and his 
current body state. Norman moved his limbs experimentally; making sure nothing was stuck or 
positioned incorrectly. Shamefully, that HAS happened before. But everything seemed fine – perfect 
even. The suit was in mint condition. Good.

Norman instructed for his skylight to open and watched as the top part of the ceiling opened into a 
wide square, giving plenty of space to fly through. He started the boosters, marveling – as always – 
in the addictive feel of power beneath his feet as he lifted off the ground. But he didn’t marvel for 
long and increased the power till he was skyrocketing out of the room and into the sky above. It was 
a good thing the room was soundproof.

Once up in the sky, he instantly steered himself to the building perpendicular to Oscorp, tearing 
through the sky with a powerful WHOOSH from his legs. The trip there was short.

Norman didn’t go in through the bottom, nor did he tear his way in. Rather, he flew straight through 
the stained-glassed window, shattering its already feeble remains, as the shards tinkled down on the 
ground. Inside, he settled gently on the floor landing in the center of the room. The layout was as he 
remembered it; the broken beams, the metal walls, the tinge of green on everything. However, it 
wasn’t exactly the same. The floor was scuffed, shredded, and dented, same as the walls and ceiling, 
rollable tables were crushed and the cabinet of chemicals was on the floor with its contents long-
since spilled and evaporated. It was a good thing he had a mask on, there was no telling what kind of 
toxic gas that might’ve mixed up. One thing that stood out above all was the slanted table cut out in 
the exaggerated size of a human. Broken blacks straps lay torn and tattered on the ground at its base,
and for a second, Norman saw Peter Parker lying there again; struggling against the bonds with withheld strength, eyes bright with a fire. It was ironic how he could’ve gotten out of them at any time, only if he was willing to reveal his identity to the Goblin. Which, of course, he wasn't. But it still unsettled Norman that there was so much Peter could’ve done to save himself, from bullies and villains alike, but withheld himself. It was the kind of self-restraint he wasn’t sure he, or many others honestly, possessed.

But he pushed those thoughts aside so he could focus on what he came for. Norman went to the dashboard, looking over their wide expanse of blackened, dusty screens and pushed a button. There was an excruciatingly long minute when nothing happened. Then the computers hummed, monitors whirred and the screens flickered with static before brightening. Each one held the data it had before, which was surprising. Going by the damage throughout the room, Goblin had obviously fought someone in there. If so, that meant the location was compromised. Why would all the data still be there if the hide-out was found out? It didn’t make much sense to leave information for others to find. But, Norman didn't want to look a gift-horse in the mouth, cause it ALSO meant that IF there was anything on the video-feed from Otto’s lab, it was here. On the other hand, if it wasn’t here, Norman was back to square one. But there HAD to be something here. It was his only option. He got to work – or, he would have if the lights didn’t suddenly burst into red as soon as he started typing on the screens. A shrill ringing erupted all around, giving him the jump. Norman cursed profoundly. Of course, Goblin’s tech was guarded! He was stupid to really think it would be that easy!

But nothing exploded from the walls, as he expected. No robots or crazed experiment came barging from the shadows to protect the tech and its information. All the happened was the banshee shrieks of the sound system. Or, at least, that's what Norman thought until he looked down and realized all of the information on the computer database was automatically deleting. “No, no, no, no,” Norman chanting, panic clutching his heart. “Shit. Shit. Shit. Shit.” He scrambled over the keyboard to stop the virus burning away all the information he needed. But he was getting nowhere, the virus was already too far in. So, in a blind effort to stop it, he plugged his suit into the database and instantly began downloading all that he could. There was the high chance he would download the virus too, but it was a risk he had to take. Like water, files and images filled the visor of his suit. He kept drawing them in, more and more until the first signs of the virus began to infect his armor. Then, and only then, did he disconnect from the database. The files blinked in his face for a second more before shrinking into the matrix of his suits system. He held his breath for a minute, waiting for the warning of a virus in his suit. When nothing happened, he allowed a breath to escape and turned back to the ruined glass window. He’d have to send some people down to clean the place up. Norman, on the other hand, didn't want to be there another minute.

He fired the boosters in his boots and plunged out of the building the way he entered; he got what he came for. He made a beeline for the Oscorp building. Time of arrival estimated only 1 minute and 37 seconds, but even so, he almost couldn't stop himself from digging into the files right there in the suit. Every fiber burned with the yearning excitement of his discovery and it took all of his willpower not to land on the closest building to take a quick peek. But he forced himself not too, relying on his exhausted fuel of patience.

Unfortunately, he already should've known it would be that easy. He was almost to Oscorp when his visor suddenly flashed red. The yellow words: WARNING: VIRUS DETECTED flashed across his eyes before the power to his suit sputtered and turned dark, and the next thing he knew he was free-falling to the street below. Panick flooded his system, both robotic and human. He shouted commands at his interface, "Iron Patriot Program, reboot! Reboot!....Reboot, damn it!"

The screen of his visor sputtered pathetically, coughing and flickering in his face like bad cable. Outside of 3D screens and matrix's his body flipped and tossed in the air, and he was barely able to make out the approaching street as he tumbled toward hard cement. "Come on, come on, come on,
come on, come on," he grit. Somewhere halfway down, the suit found enough energy to partially
blink back to life and the visor were filled with similar warnings of DANGER! GROUND
APPROACHING. Norman bit back a scathing retort to his own computer system and instead fire his
rocket boosters and soared to Oscorp. Even so, the systems weren't back completely as his visor kept
scrambling black as the virus began to eat up his software. Just got to make it back to the tower, he
told himself. Come on, almost there! The square skylight he flew out of opened as he got closer. One
leg boosters coughed and wheezed before blowing out. Norman shouted in surprise as he lost
altitude once more. "Fire left foot booster at 100%" he bellowed at the interface. Power built behind
the last living leg booster and surged him forward at a speed that almost gave him whiplash. The
skylight to his secret room was too high for him to reach with one leg running. Thankfully, he knew
the Oscorp tower like the back of his hand. Right below him was the computer enhancement lab. If
the spazzing clock in his system was anything to go by, then the room should be empty right about
now.

Norman angled himself towards the glass windows, calculations of his speed, angle, and velocity
racing through his head as he searched for the right impact point. His eyes centered just left of the
middle of the window. That was where he needed to hit. The last remaining booster choked. "Come
on. COME ON!" Norman shouted.

He shot through the thick window of Oscorp, only vaguely hearing the sharp crack of thousands of
fragments of glass exploding in the air. Everything was black as he tumbled, rolling across the floor
and slamming into computers, desks, and cubicles, crushing them beneath his way or merely hitting
them as collateral damage. He halted to a rough stop a few moments later. Norman slowly opened
his eyes, grunting at the bruises he felt forming from the rough treatment. Wincing, he reached to the
visor over his eyes and pulled it up jerkily, taking in a deep breath as he was freed to open air.
Groaning, he slumped down, waiting for his body to stop shaking and his heart to slow. This was
going to cost him a big, shiny penny to pay for and replace; that was thousands of dollars worth of
equipment. But it could've been worse, he supposed. He could've hit the pavement instead. For a
minute he wondered how Tony Stark did it.

 Trial and error, he assured himself. Trial. And. Error. Besides, he wasn't dead. That was favorable.

He was brought out of his reflection with the crunching of glass underfoot and a second later a pale
face popped into his view. "M-Mr Osborn?" a shaky voice gasped. Norman squinted, looking past
the bright lights above to make out the face. Pudgy cheeks, small blue eyes, and blonde hair cut
unevenly; it was no one he knew. He looked away from the face and at the Oscorp employee badge
clipped to the sweater of the man's shirt.

His eyes flickered back up to the wide, blue ones. "What are you doing here?" Norman demanded.
The labs were supposed to be empty during lunch break.

The man shrunk down, shock fleeing at the approach of fright. "I-I was just finishing up a project," he
stuttered, chubby face shaking. "I d-didn't think anyone would mind, I-I was just-I needed to-"
Norman cut him off impatiently.

"Yes, yes, okay," he said, exasperated. "Would you help me up?" the man nodded and continued to
nod, muttering small apologies as he crouched and helped Norman into a sitting position. Norman
noticed that the man's arms were shaking. Didn't know why. It's not like HE was the one to fall into
a building or anything.

"S-sir," the man, Norman looked back at his name tag - Charles. Charles wrung his hands together
nervously. "Wh-what were you doing? The-the lab," he looked around the room with wide eyes. He
came to a mental realization and gulped loudly. "If I had been there just now..."
Norman surveyed the room too. Wooden tables were splintered, floors dented, cubicles crushed, and there was glass everywhere. He looked back at Charles. The guys face had gone ashen and his arms shook as if under some invisible strain. Despite himself, Norman felt a sliver of guilt pierce his heart. The man was terrified. If he truly had been in the middle of the room when Norman came through...

"I'm sorry for the inconvenience," Norman said as he slowly peeled the armor from his body. "Truly, I am. I didn't know there would be anyone in here during lunch break."

When he looked back up, all he saw was Charles gaping at him. "Inconvenience," the man repeated, flabbergasted. "I could've di- I almost," he shook his head, the tiniest slip of bitterness falling with his words. "Inconvenience?"

The guilt drove deeper into his heart. "I am - sorry. I didn't know you would still be in here. It was a mistake on my part." Norman huffed a little, despite his guilt. He was never good at comforting people. The only time he felt a real need to comfort anyone was when it was Harry. Strangers...it was harder to comfort people he didn't know. "I...I can give you a bonus." he decided.

Charles stared at him. "A bonus?" he repeated.

Norman nodded. The man almost died, and it was a shock for the first time, Norman could relate. But he wasn't dead. He was alive. Besides, this room was SUPPOSED to be empty anyway. A bonus seemed fair. With most of the armor off, enough that it didn't restrict much movement, Norman stumbled to his feet, only leaning down to grab the helmet to stuff under his arm. He looked back at Charles.

"You have my am sincere apologies," he said. "I was unaware that this room was still in use, otherwise I would have found a safer entry point," he stepped past Charles, leaving the remaining armor there to pick up later. There was no way he would be able to carry it all the way back up to his room. Before he was out the door, Norman briefly turned back, "Your bonus will be on your desk by the end of the day. Oh, and..." he looked around the room grimly, "don't worry about the mess. I'll have someone else clean it up." he gave Charles a stiff smile.

With that he left.

___________________________________________

Up in his secret lab, Norman was busy fiddling with the helmet.

He had sure given his bodyguards a surprise when he turned up out of his room, battered and bruised, with a metal helmet in his hands. Harry was up as well, questioning what that rumble through the building was. Norman gently assured his son that they were in no danger, walked past his stunned bodyguards, and headed back up to the lab.

The helmet was dented, but not in horrible condition. Norman mentally noted that he needed to work on a firewall for his armor so something like that wouldn't happen again. However, that was something for another time. All of the files and software controlling his suit came the central unit just underneath the helmet's jawline. It was too obvious to have on the back of the head, or by the ear. The jawline was a place someone wouldn't automatically suspect and it was at an angle that wasn't usually hit while in battle. Standing at the lab table, Norman fiddled around the chip in the armor, carefully using a pair of tweezers to pull it out. It sparked sourly as it was pried from its place, but, Norman smugly reflected, it wasn't damaged.

Across the room, he plugged the chip into his computer, first making sure all his firewalls were up and active. Whatever that virus was, it was programmed to be nasty. It had burned up most of his
Norman frowned. If the anti-virus didn't work, there went his chance of finding out what had happened in Octavius's lab. But even if it did, there was the chance that the video feed he was looking for wasn't even in it. Whether he got the files or not, there was still a chance for failure. He glowered, folding his arms. He didn't like those odds. After a moment, he unclasping his arms to grip the table with both hands, knuckles paling white, as he stared at the computer, waiting to find out if everything he sacrificed was all-for-not.

The progress of the program reached 100% and paused. Norman held his breath. Something new popped on screen.

[Anti Virus Program was 56% successful]

Norman swore. That meant almost half of the data collected was destroyed. Half of his chances of finding Peter Parker was burned into nothing.

Half. Was. Failure.

[Would you like to review the recovered files?]

For a minute he considered declining. He was only half successful. Which only meant he failed by a measly 44%. What were the chances that the video feed was even in Goblins files, much less it being in the 56% that survived. But I might as well, he thought moodily and clicked sharply into the presented files. His lips pursed into a line as he viewed the data. There was some interesting stuff inside. Chemical compounds, formulas, observations, plans, weapon designs, but nothing that was useful for the present. He clicked on the recovered videos. Some clips from the Daily Bugle of Spider-Man, test-runs for weapons (Norman would save that one to look at later), and video’s taken of S.H.I.E.L.D and hero activity. But nothing regarding Octavius. His fists tightened, and he willfully refrained from throwing the computer across the room in frustration. Nothing. He got nothing! The whole thing had been one big failure that wasted his time of looking into other leads!

He pushed himself up from his seat and paced the room. Oh, but what other leads? he demanded sourly, running a hand through his hair, mussing it from its normally combed style. That was all I had. A stupid memory of kidnapping Parker and trying to make him my son. That was it. Stupid. Stupid. Stupid!

But maybe there was something else he was missing. There had to be a clue, or-or a missing component to the equation. There had to be SOMETHING for him to build off of.
With a huff, Norman collapsed back in his chair. He rubbed his temple roughly, groaning in irritation once more. Ugh, he hated failing and the disappointment it brought with it. It was honestly one of the worst feelings he could get; just a step down from guilt and anger. However, before he could wallow in disappointment and self-pity some more, a ping caught his eye.

[Trench File Recovered: Would you like to view?]

Trench file. That was a name he called files buried far under a matrix; they usually took longer to dig up due to intense coding. Curious, and with a small spark of hope lighting inside, Norman accepted the offer. Instantly, an array of videos were pulled up. Eyes widening with growing excitement, he scanned the date of the first one. It was of last year. He clicked the video.

It was of Octavius moving equipment into a lab. But not just any lab; the exact same sewer lab that they discovered. Norman sucked in a breath. This...could these possibly be the files he was looking for. Were these...were these were the videos he needed? Exitting the video, he quickly scrolled down the long list. According to it, the lab was videotaped every day 24/7. As soon as the 24th hour passed by, all the video feed of that day was saved and packed to Goblins database as another video started in its place. Brilliant design and it was less likely to be hacked and wiped of excessive amounts of data. But there was time to mull over Goblins irritating brilliance later as Norman came to the most recent date, dating back to, roughly, two weeks ago. Hands shaking, he clicked the video.

The first few hours seemed the same, displaying the picture of the lab as it must've looked before it was blown in. So Norman skipped ahead till there was movement on the screen. He watched as Octavius came into the lab, metal arms hitting the floor with loud metallic clanking that seemed fuzzy over the speakers of the computer. Otto seemed particularly pleased and was muttering to himself between chuckles; Norman guessed the cause of the man's delight was in the limp figure wrapped in two of his metallic arms.

His eyes caught the flash of red and blue and there was no denying who it was. Otto strapped Spider-Man to the experimenting table, making sure the binds were extremely tight - far tighter than they would on a normal person. As soon as he was satisfied with his handiwork, a tentacle reached up to Spider-Man and pulled with the mask over his face fast and swift. Octavius observed his prisoner, a smile growing wider. He kept the mask pinched between the long spindly fingers of a metallic tentacle as he marched across the room to reboot the old systems lining the walls.

Norman found his eyes straying on the unconscious face of Peter Parker. The youthful face was bruised and battered, even from the other side of the screen, he could make out tatters and blood stains on the colorful spandex.

Octavius went on to reboot his systems for roughly 10 minutes more before Peter started to stir.

His face scrunched uncomfortably and he squirmed and groaned on the table before blue eyes flutterted open, only to squeeze back shut with a hiss as the bright light Otto put above him shone in his eyes. Peter groaned again and tried to move his arms. When he found he couldn't, his eyes snapped open, blinking rapidly as recollection seeped into his expression. He looked down, taking in the straps binding him to the table and tugged on them harder. When they didn't budge, he huffed back down on the table, looking oddly worn out, with something a keen to irritation and worry in his eyes.

From the corner, Octavius watched in amusement. "Well," he said, grabbing Peter's attention. "if it isn't our patient. Finally awake, I see."

A flash of emotions crossed Peter's face, but what he said was, "Were you there the whole time?"
a rasping voice. He shuddered in a way that looked a little too convincing. "That is creepy."

Norman almost chuckled. *Oh, Peter*...

Irritation crossed Otto features, on the other hand. "No need to hide behind your pathetic jokes, Wall Crawler," he snapped, getting closer to the experimenting table. "I can tell your scared." as if to prove his statement he held up the pinched mask.

Shock slapped Peter in the face as his arm pushed against the straps again, almost as if to reach for the mask, as if to verify it was true. Otto was amused this time, and with a chuckle, he pulled a monitor down so Peter could look into own panicked eyes.

"Hello Peter Parker," Otto grinned.

Peter stared at Otto, eyes wide and - if Norman was seeing right - almost scared. The boys face leaked of color and was as pale as the flickering lights in Otto's lab. A gleam of something sadistic lit Otto's eyes. "Aww," he cooed insultingly. "No joke? No quips? I'm surprised - can't say I'm disappointed though. I find your silence gratifying." Those words fired something inside of Peter as his face heightened into an irritated frown.

"Joke?" he said. "Why tell a joke when I'm looking right at one."

The video continued on much like that, with both of them snapping at each other until Ock wheeled out a table holding an assortment of experimental tools. Norman's stomach flipped and he grimaced. Peter's strong facade dropped to one of horror, and that made Norman feel all the worse.

He watched the video all through the night, willing himself to stomach watching as Peter was cut, burned, and probed mercilessly. He watched with clenched fist and grit teeth as Peter was collared to stop him from screaming in pain. Sometimes, Norman found himself unable to watch as Peter writhed against the table, tears rolling down his face as he was tortured beyond the extent of what a teenager should go through. It got so bad that he jerked away from the table, running both hands through his tangled hair as he took a deep breath. Emotions bubbled up with the boiling in his veins. Otto always had problems, but this...this was....to a kid...

"Oh, who am I kidding!" Norman whispered, sitting at the end of the bed. "I was no better than Octavius. I...I am no better..." he stared at his hands. *I was the one who wanted spider-soldiers. I was the one who started all this. And now...* he clenched his fist, veins in his hands pulling under the skin. *Peter is paying for it.*

Back in the video, something exploded on screen. Norman jumped to his feet. A part of him didn't want to look, he wanted to shut the laptop and ship off to Connors to deal with. But, but he needed to know. Because Peter was like family, and he needed to know what happened to his family; he owed Spider-Man that much. Norman forced himself to take steps until he was back by the desk. On screen, the image flickered with static from the explosion, but Norman could still make out most of what was going on. For the moment the lab was full of dust and smoke. He fell back in the seat and waited anxiously on the edge for the debris to clear. Once it did, his eyes widened and he drew in a sharp intake of breath.

He didn't recognize the tall figure standing at the mouth of the blown in whole, wearing black gear and a mask with a skeleton face painted on it. But did recognize the red symbol on the agents that came running in from behind, circling Otto with guns drawn and aimed.

Hydra.
Otto snapped at the skeleton-guy, claiming to refuse to work for the man any longer.

So, Otto had been on the run. He wasn't hiding Spider-Man from Hydra. He was hiding himself.

The man continued jibbing at Octavius till he noticed Peter. Interest seeped through the man's voice, in a way that had Norman believing the two had met before. And not in a good way.

Norman continued to watch as Otto was shot and sedated and his work taken. The equipment and databases were downloaded then wiped clean. The only things left were papers that they didn't care for and the equipment they didn't need. Norman watched as Peter was taunted by the skeleton-guy then wheeled out of the lab. He continued to watch long after the screen went dark.

This whole time Otto had hiding from Hydra. He must've decided to seek revenge on Spider-Man once and for all with his newfound freedom, but that obviously blew up in his face. But that also meant Otto no longer had Peter. Hydra did. They saw his face. They probably looked him up already. They probably knew his name. The smallest bit of relief centered in Norman's uproar of emotions. If Aunt May hadn't been snatched up by S.H.I.E.L.D, she would probably be in their custody by now.

Norman lurched to his feet, grabbing a flash drive and copied and downloaded the video files. He almost called out for his armor suit before he remembered that it was still downstairs. Growling, he grabbed his jacket and pulled it on, running to the elevator and pushing button for his room, already pulling out his phone to call for his limo.

He needed to get this to the Triskelion, stat.

Chapter End Notes

DONE! Sorry, this chapter is late, there was this essay I needed to finish before I could allow myself to finish writing this. But it's here now and I plan on updating before Monday (but I promise nothing. Life is life).

Norman....Norman is Norman. I don't know what else to say.
Steve POV

Steve closed the door behind him as soon as the last of the joining members took their seats for the meeting. He sat at the table, placed respectively between Natasha and Tony, with arms crossed over his chest to hide the anxious beating of his heart. For once, wishing he could just skip the meeting and get right to the fighting. The rest of the Avengers and S.H.I.E.L.D Academy teenagers sat around the long table too, waiting for the meeting to begin with thrumming fingers and tapping feet. Dr. Connors and Norman Osborn rose together to stand at the front of the table, bringing with them the acute attention of every pair of eyes in the room.

Connors did a quick glance over the group, hands rubbing together with erratic eagerness, before nodding for Norman to begin.

Norman took a diplomatic step forward, "Thank you all for coming on such short notice," he started, as professional as a CEO should be. "You are all aware of the discovery of Otto Octavius's lab, I'm sure?" he paused as if looking for affirmation, before continuing, "Good. Then I'm going to start right off by saying we know where Spider-Man is."

That sentence alone sent everyone else into an uproar.

"What?" the Iron Spider kid demanded, surging out of his chair, ignoring how it hit the floor. "How did you-When did... how did you guys find the base?"

Over him, another kid, White Tiger, Steve recalled, exclaimed in a growl, "What? Where?"

From the back, Hulk's face pinched, "Bout time."

There were more questions too, but the rest were drowned out in the fast-growing mush filling the room. Steve gave a sidelong glance at Tony, who wasn't joining in on the excited conversation either. Not that they needed too. Both he and Tony had been there when Norman came storming into the Triskelion yesterday, wielding a flash drive and stating that he knew what happened. Tony, Norman, Connors, Natasha, and Steve had all spent the next long hours of the night pouring over the contents of the flash drive, searching for answers and clues. Natasha, who sat next to him, leaned back in her chair with a small sigh, looking ready for the meeting to be over too.
Connors slapped the surface of the table a few times to get everyone's attention. "Quiet!" he snapped, then softened his voice. "Please, I know you guys have questions, but just let us finish first, okay?" he aimed this, particularly, at the grumbling teenagers who slumped back in their seats. As soon as all the chatter died down, he motioned for Norman to continue.

"Yesterday evening," Norman said, eyes brightening in excitement, "I found footage stored by the Goblin concerning Otto Octavius's lab,"

---

*Peter Parker POV*

Peter was pulled awake with a sharp light stabbing rays into his eyes.

His vision was too blurred to make out anything but the glowing circle in his face, but the pain, particularly in his leg, was as clear to him as unblemished glass. He was faintly aware of muffled voices standing above him, and the dull pressure on his legs and arms. Somewhere below, something nudged his throbbing leg, and with a sharp hiss of pain, Peter was completely pulled out of his dazed consciousness as everything started to fall into focus.

He had to blink several times before he could make out the lab workers busy with strapping him down. His head still felt too heavy to turn, so he willed it to fall to the side, where workers who weren't busy restraining him were fast at work in a lab he didn't recognize, filling out bottles and cleaning out equipment. Peter's heart jumped when a row of scalpels passed by him, each gleaming in sharp point as they left the room, going off to *who-knows-where.*

"Make sure all my tools are steamed and ready," a voice ordered from the corner, nasally and full of self-importance. Peter's stomach squirmed unpleasantly at just hearing that voice. He could barely see Morbius, but even a glimpse of leathery grey skin and red eyes made him want to hurl.

One of the lab workers noticed he was awake.

"Dr. Morbius," she called, voiced muffled by the medical mask. "Subject Alpha S is awake."

Just like that, Morbius's disgusting face popped into view. He grinned widely, all sneers and sharp teeth, as he said, "Well, I'd say it's about time. I was almost worried my second favorite test-subject would stay unconscious until we began." he tapped Peter's head with a claw scoldingly, "You have no idea how disappointed I'd be if you woke up _halfway_ through our procedure."

Peter's eyes furrowed, coming into a confused scowl. "W-what are you screeching about now?" he said, almost wincing with the rasping sound of his voice. Glancing down, he noticed he was in the same jumpsuit he wore in the White Room, one pant-leg was stained heavily with blood. "Wh-what happened?" he looked around the room. "Where am I?"

"No," Morbius hummed. "I guess you wouldn't remember. But, I suppose there's no use in keeping it from you. I mean, it's not like you'll be around for much longer anyway." Peter felt something cold stab his chest. Morbius looked at him with a new expression, mouth curling into a mocking sneer as cold humor-filled his eyes. "Tell me, what in this wide, _wide_ world inspired you to tell Crossbones you didn't know where Nick Fury was?"

Peter stared, wondering what Morbius was talking about. "What? I-I don't know..."

"Oh, that's just the White Room affecting you." Morbius dismissed. "That was a lot of stress you took on Parker, I'm not surprised you don't remember it all right away. The mind can be _so_ weak sometimes." he glanced at the straps. "Oh," a tsk. "Look how tight these are," a clawed hand grabbed the leather band around Peter's blood-stained leg and pulled the end till it tightened. Peter
strained against the straps, shouting as his wound flared in reproach. Morbius let go, "Hmm, much better,"

Stubbornly blinking back tears, Peter snapped, "Why are you such a freaking asshole?"

Morbius grinned. "Well, since I don't have you for much longer, I figured I might as well get as much fun as I can out of you before your gone. Pity. I really did enjoy your wonderfully expressive reactions."

"Oh, I'd love to express my feelings for you! Just let me out and hold still."

The older man shrugged as if he could care less. "Anyway, as much fun as it is wasting time, I believe we should get a move on. Don't get me wrong, Subject S, I would love to continue experimenting on you. However, orders are orders."

---

Steve POV

"Wait. Wait," Powerman jerked his hands in a 'stop' motion. "You're telling me that Hydra took down Doc Ock, and then captured Spider-Man?"

Norman nodded. "In the rundown version, yes. It appeared as though Otto had originally taken Spider-Man, but then he and Spider-Man were reprimanded by Hydra."

On the other end of the table, Iron Spider was shaking his head. "But, that makes no sense! Dr. Octopus works for Hydra. They fund all his experiments. Why would they turn on him like that," he paused for a second. "In fact, why would Dr. Octopus hide Spider-Man from Hydra in the first place? His main goal was to destroy the Triskelion and kill Spidey, I mean," he glanced at two members of his team "according to what Scarlet and Venom have told me anyway, and Hydra has always backed him one-hundred percent,"

Agent Venom raised his hand, almost timidly. "Uh, actually, when-" he paused when eyes snapped to his seat. "Uh- I...w-when I was captured by Ock, he was, uh, trying to get the symbiote from me. While he was, um...doing that. This weird TV guy, Arnim Zoltar I think, came into the lab. They were talking, but I think Arnin Zoltar was mad."

Tony leaned forward. "You think he was mad?"

He scrunched his fingers together. "Uh, yeah - yeah, mad. Or, at least irritated. I - I don't know for sure, I wasn't...I wasn't in the best shape at the time," he stared at the table. "But, I-uh, I think Arnim-what's-his-face said something about Otto wasting time or..."

Amadeus rubbed his metal chin, pitching a metallic groan that he didn't seem to notice. "Interesting...if that's true, then maybe Arnim Zola thought going after the Triskelion was unnecessary. Which would mean..."

"Hydra pulled his projects." Tony finished, nodding in agreement as he stared thoughtfully at the SHIELD logo on the table. "If Hydra pulled Otto's projects, then maybe he went out on his own to finish what he started. I mean, that's what I would do anyway. A lot of the people I fire are like that too, and," accusatory glares fired his way. "What? They were a danger to my employee's and bad for the company. I'm a businessman, sue me. Anyway, if what you said about Hydra is true, then his goal would be to ki-er," he winced, continuing as if the words tasted sour in his mouth, "destroy Spider-Man. Which would also explain why Hydra didn't look so happy when they tracked him down. I'm guessing they don't get a lot of pink slips." he looked to Steve, as if for affirmation.
Steve shrugged at him, "I don't know about their regulations, Tony, all I know is that Hydra won't be taken down easily," he leaned back in his chair. "Besides, I'd have to be a Hydra agent to know about rules and regulations."

Tony squinted at him, "...I don't know Cap, are you Hydra?"

"Don't offend me, Tony."

"Better spill the beans now, else there will be hell to pay."

"Tony,"

Natasha smiled wryly. "Hey, easy you two. Let's not start another Civil War, shall we?"

Their bickering halted as Steve coughed into his fist and Tony glanced away, shifting in his seat. "Yeah, whatever," he muttered, motioning for the conversation to continue.

White Tiger stared at Steve and Tony for a few seconds. "Anyway," she said, "Whether or not Dr. Octopus left Hydra, or tried to anyway, what does that have to do with Spider-Man's location?" she stared at Norman. "That is what you said at the beginning."

Norman nodded. "Yes, yes," he touched the surface of the meeting table, instantly activating a holographic display. "Last night, me and a few other's looked over the video footage I found. Tony had already done of a thorough scan of a section of the city's sewer system, and with Captain America and Black Widow, we determined the most likely exit and entry points Hydra had used for their escape," he swiped the 3D display, bringing up a map of the sewer system. "After that, I borrowed the video footage from the traffic cams surrounding the area and cross-referenced them with our map. Afterward, we noticed something strange," a different image appeared, this time of a white news truck.

"Readynews?" Nova read. "Um...okay? And..."

"And," Norman continued pointedly, "All throughout that day, similar news trucks have driven around the radius of the blast site. Consistently."

Tony nodded, adding in, "Yeah, I even had JARVIS do an extensive internet search on anything that came up with 'ReadyNews'. All there was was a few blogs and keywords. Nothing else. ReadyNew's, in terms of actual news, doesn't exist."

"So it was Hydra's cover," Iron Spider exclaimed. "They were probably using the vans to transport Dr. Octopus's research."

"Exactly," Connor agreed. "And we believe they transported Otto and Spider-Man the same way."

On the end of the table, Steve noticed as White Tiger and Iron Fist tensed, glancing at each other with a quick furtive look. Iron Fist's lips stretched into a line as White Tiger's fist tightened. Steve scowled a little. They knew something. But he brought his attention back to the meeting as Squirrel Girl started to talk; he'd have to talk to them later.

"So, all we have to do is find the vans and we find Spider-Man?"

Connor's smiled. "Already done. We followed the van's progress through the traffic cameras until they left the city. So, Tony sent out a drone to scan the area. He found the news vans, and not far from them, a facility." he motioned for Norman to go on to the next point. The display changed to a clear-shot picture of a building. It was big, three stories tall, all high walls and few windows, but
overall unimpressive. Just the right place for a Hydra base, Steve figured.

"We believe this is the facility Hydra has set as its base of operations since Hydra Island crashed, and its the most likely place Spider-Man will be held. But, even if he's not here, then the information to his whereabouts will be in their database," Connors turned to look over the intent faces studying the facility. Looking into the eyes of the teens, all Steve could see was a raw flash of determination and anger. They drank in the details of the edifice holding their comrade, every single one of them tensed and on the verge of getting up to leave.

Steve could understand that. It was that kind of unity that made good soldiers.

Peter (POV)

Peter didn't try to stem his racing heart. Didn't try to pry the panic from his chest, instead, letting it take root in his heart, allowing it to weave through his rib cage, grow into his organs, and fester inside is mind like a weed. Due to the strap they locked around his head, all he could look at was the lights of the ceiling as he was wheeled out of the room and into a hall.

Two lab assistants were moving him, both with faces hidden beneath surgical masks. The one directly in front of him refused to meet his eyes, only glancing down, if just for a second, when Peter started hyperventilating. Peter looked for any trace of indecision in those eyes, and found none. Hydra was a thriving corporation of dead-hearted members. They didn't care that Morbius planned to dissect him. They didn't hesitate when sharpening their tools and scalpels, knowing that they were going to be used on a living, breathing human.

But...NO! This couldn't be happening. Peter - his friends. His FRIENDS were supposed to be here. His team was supposed to help him. They were going to get him out! They were going to save him! So where are they? They've never let him down before. Sweat dripped from his brow as the panic constricted around his lungs and began to splinter the bone.

He was hyperaware of the squeak, squeak, squeak, of a wheel on the medical table, making his heart spike with each pitch. The ceiling passed in a blur, the lights streaked across his vision, taking with it the seconds of pain-free living he had left.

The numbers were dwindling before his eyes.

Steve POV

"The plan is to surround the facility in three groups. The first one will be the frontal assault. The second will come from behind, while the third will be on stand-by for aerial support," Steve was saying, standing at the front of the table. Eager eyes stared at him, hardly blinking, memorizing his words. "The first team will act as the brunt of the attack. Their goal is to draw Hydra's attention to allow the second group to sneak in through the back. The third team will hold back until the ground team calls for back-up. If the ground team can, they are to move toward the facility and breach the front. But that's only if Hydra doesn't put up much of a fight, which is unlikely. Mainly, we need the second team to scout through the facility and find Spider-Man. Once he is safe, all teams will go in to take Hydra down. Understood?"

Agent Venom raised his hand again. "Captain America, Sir, are we going to be sorted into a group? Or can we pick which one we want to be in?"

Steve paused, shooting a quick look at Tony, who grimaced. Well, Steve supposed it was now or
never to bring it up.

From across the table, Kid Arachnid intercepted their exchange. He groaned, slowly shaking his head as he rose to his feet. "Oh no," he said. "No, no, no, no, no. You guys can't actually be thinking about leaving us here!"

A collection of narrowed eyebrows and cold frowns replaced those eager eyes. "No way! He's OUR team leader!" Powerman shouted, lurching up. "We're going on this rescue mission, whether you guys like it or not!" Beside him, Iron Fist placed a hand on Powerman's shoulder, softly pulling him back into his seat. With his friend seething in the chair, he turned back to Steve.

"Spider-Man is a part our team. He is our team leader. Refusing us to be a part of this mission is like refusing a soldier from protecting his comrades," he stared hard into Steve's eyes. "I'd think of all people, you'd be against that, Captain."

Steve sighed, looking down at his hands. What was he supposed to say to that?

"Look, it's not that we think you're incapable," Falcon said in Steve's place, holding his hands up in surrender. "We just have a lot more knowledge and experience with these kinds of things. The whole mission will go by faster if you just let us handle it."

White Tiger scoffed, "No way! By the sound of it, you all will be needing as many people as you can get! We can help, I promise. Nova and Iron Spider can fly, Powerman is invulnerable, Dagger has light daggers, Cloak can teleport for goodness sakes! We have the skills to do this," she looked at all the Avengers before her eyes landed on Steve. "With all do respect, Cap, we refuse to sit out this rescue mission."

Steve stared at them, arms crossed. All of them, every student, stared back with a steely block in their eyes, tough and immovable. They weren't going to back down. Not easily, anyway. Beside him, Tony opened his mouth to argue, but Steve touched his arm softly, halting any words the other had to say.

"Alright," he conceded, ignoring Tony's quivering eyebrow. "You can come, but that means you have to listen to orders. No complaints and no arguments. Deal?"

It was like switching a channel. Smiles instantly replaced angry frowns as something akin to relief passed collectively through the teens. Powerman and Agent Venom whooped and chest bumped, while the rest of them all clamored out "deal!" and 'thank yous' and 'you won't regret it'. Steve caught Tony's questioning look, and shrugged, looking away. They'd talk about it after the meeting.

"Well," Connors said, shutting the hologram off. "Now that's done we can get to sorting the groups. Steve, Natasha, would you help me split you all up into groups. We need this mission done as soon as possible."

Steve nodded, standing up with Natasha. Hawkeye, who had been unnaturally quiet throughout the whole ordeal, got to his feet, facing the teens. "Which means we're heading to the training rooms. Gotta make sure you Rugrats don't kill yourselves," he smiled widely at them, "Well, let's go team."

The S.H.I.E.L.D students jumped to their feet, eagerly following Hawkeye out the door, hardly breathing a retort about his comment.

\[\textit{Peter Parker (POV)}\]

He was wheeled into a sterile, operating room. Or, at least that's what it looked like from his limited
view, if the machines and fluorescent lights were anything to go by.

By now, his thoughts had escalated to near hysteria, bordering on full-scale panic as they stopped him beneath bright, surgical lights. A few straggling medical assistants filled the room with last-minute preparations in mind.

Peter's mind was reeling, pulling into the shores of rationality before casting back out into his torrent tide of emotions. Irrationality and fear splashed against his brain, soaking into every neuron and muscle, as it quickly saturated his thoughts with hysteria. His chest was beginning to feel tight as if a heavy band had wrapped around his ribs and was now squeezing the very life from his heart. The lights above tipped and blurred as a sudden wall of nausea dropped in his stomach. He couldn't breathe, he was choking. His throat constricted, refusing access to air.

This was it. He was going to die here. Peter cursed himself for his idiocy, beating himself up for allowing this to happen. He should've fought back. He shouldn't have held back. Shouldn't have waited. Hydra was a ginormous cooperation, huge and more powerful than him alone. But he would rather go down fighting than lying obediently for the scalpel. He clamped his eyes shut, wishing that when he opened them again, this nightmare would end. But it didn't. He was still here.

Something sharp and brutal slashed across his mind, shocking his panic as it was cut. He was...he was mad. No, he was furious.

How could he have been so stupid? Being on a team for so long had made him soft, reliant. He'd become accustomed to sharing the weight of responsibility, even with his own kidnapping. The fury grew, becoming a swirling typhoon of cut glass and serrated debris. Pieces cut along his body, ripping open organs, impaling into bone, stabbing his heart. Inside, he felt something dark stir, looking up from its dusty, abandoned crypt.

Peter pulled blindly at the straps, his rage for Morbius and Crossbones and Doctor Octopus and himself becoming poison to his veins. The medical assistant nearby jumped back with a shout of surprise, dropping the surgical headlight they had been fiddling with. Instantly though, a call for assistance was yelled as the assistant surged forward to hold him down. But Peter could hardly care. However strong the straps were, however strong the assistants were, he was stronger!

Howling almost animalistically, he twisted and pulled at his wrist, ignoring the sting as the straps dug into his skin. Other shouts filled the room, but Peter was too far gone to focus on what was being said. His mind tunneled into one thought: escape.

Through the muddled hysteria in the room, the cry "Sedate him!" rose above the rest, and not far from that, "Hurry the hell up, before Morbius gets in here!" Suddenly, hands were flying into his vision, pushing on his arms, legs, and stomach. Peter writhed under the touches, twisting to get away. A scream of fury crawled up his throat, as the dark energy inside twisted, baring fangs.

Somewhere to the left, a needle pricked his neck. Instantaneously, the skin seemed to frost over before losing all feeling. The numbing sensation spread like a virus through his limbs, up to his head, and down to his feet. His nerves withered under it, curling in on themselves as they shriveled.

Gradually, his body lost its power and he slowly slumped back against the table's surface. A collective breath of relief came from the group as they huddled a second longer, before dispersing from his view. The excitement was over.

But the rage inside festered. The dark creature shuffled in his chest, fangs glistening, as it shook the dust from its shoulders.
Morbius burst into the room, batwings flaring as he demanded, "What. Happened?"

Peter's eyes fell to the side, glimpsing grey skin, leather wings, and red eyes. The creature pulled itself up on multiple legs, black eyes coruscating something sinister, as rage exploded in Peter's head.

Chapter End Notes

I'm almost on winter break! YES!
It was 9:27 P.M in Brooklyn and the only sound that could be heard was the soft patter of boots running across cement, isolated from the honking and screeching-tires in the distance. Steve stopped behind a white shipping truck, back to the wall, and peered skeptically around the corner at the dark building hiding beneath half-moon rays. Behind him, the other two consisting of his group stopped next to him, peering idly over his shoulder at their target as well. Steve's eyes roamed past the warehouse, and over at the innocent houses across and apartment complexes across the street. Hydra sure had a way of picking hideouts. In a warehouse near a neighborhood, chock-full of people and families. Steve was positive they passed a playground on their way up here, and the fact that Hydra was so close to the likes of children left him nauseated. Hydra usually went for the more isolated and dank bases - like storage containers and sewers, so this was definitely a step up. But, he supposed no one would ever expect Hydra so out in the open, so maybe in technical terms, it was a good hiding place. In technical terms.

He and the rest of the team was just lucky Connor's managed to get the authority to clear a small section of the neighborhood they were sitting right next to. Their cover story was something about a gas leak, of which was currently being "fixed" and be easy to clear up so all the people could settle back soon. Hydra's questionable hideouts aside, Steve was worried about the collateral damage of anything. Sure, they could probably pin it on an explosion caused by the gas leak, but those were people's homes. None of them were getting so much of a scratch if he could help it.

Glancing over his shoulder, Steve took in the tight, grim faces of Dagger and Iron Fist. Dagger was using one hand to lightly illuminate the space between them, just dull enough that it wouldn't instantly catch any attention. The two waited patiently, as still as statues with eyes trained on the sky. Turning away, Steve looked back at the street-lights illuminating the front of the building. Any minute now, Tony was supposed to fly in right there, then all hell was going to break loose. Steve took a breath, already feeling the nervous tingle of anxious adrenaline itching on his fingertips. He turned back around again to face his team.

They were a part of the Ground Assault team. The G.A team was split up between himself and Natasha, so he could take the left and she the right side of the building. It was their mission to get inside the facility through the back and catch Hydra from behind and with their pants down. Right about now, Nat and her team - consisting of her, Kid Arachnid, and White Tiger - would be opposite of them on the other side of the warehouse, waiting for the signal too.

Near him, Dagger broke from her stony facade to ask, "Cap, I don't want to question orders right now, but this has just been bothering me. I mean, why don't we have a bigger team for the Ground Assault? If we have more people inside, we'll find Spider-Man faster."

Steve shook his head, "No, we're in a neighborhood, so we need most of the team to be out here in case Hydra starts causing damage. We need to keep as much property clear as we possibly can. This should be an in-and-out mission. We find Spider-Man, then you two will get him back to the drop-point so Cloak can teleport him back to the Triskelion, we can't afford being detected before we find him, and a bigger group makes it harder to go incognito. Does that make sense?"

She nodded, though she looked unsure, "Yeah, I guess," turning back to the building, she became stone once more. He followed in her actions, and they became a trio of sidewalk statues, merging in seamlessly with the concrete. A few minutes went by before a blue light appeared in the sky,
growing bigger by the second. When Steve strained his ears, he could pick up the whine of boosters.

"Okay," Steve whispered, shifting his feet as he grabbed his shield from where it was hooked to his back, clutching it tightly in his fingers. "Remember, in and out. As soon as Tony gives the signal, we move. Follow my lead and stay close. Hydra is deceptive and adaptive; they'll be back on their feet before we know it. Number one priority is to find Spider-Man, and then you three will get clear. Understood?"

The two teens shared a nod. They were shaking, Steve noticed, likely from the nervous anxiety, same as he. He wanted to add something encouraging, to soothe their nerves a bit, but he wasn't sure if it would help. Judging by their determined expression, they didn't need any encouragement when it came to this mission. So, instead, he nodded back and rose to his feet, "Good, now get ready,"

Steve's felt his stomach squirm with nerves. No matter how many battles he fought, he didn't think he'd ever get used to the nervous tingle in his stomach. Sometimes, it made him feel sick, other times it was nothing but a minor annoyance. As of now, it was bordering on nauseating. But with the adrenaline bunched on the starting line in his veins, it was easily counter-balanced, and instead added to the fuel building in his heels.

A few more seconds went by before Iron Man finally descended from the falling star in the sky, hovering directly in front of the Hydra base and instantly, he set off a few rounds of blasts from his repulsors. The blasts were small; barely letting out a keen as they softly scorched the buildings below. They were still near a neighborhood, so Steve knew they couldn't risk making a lot of noise that would eventually attract attention, but even so, each hit made him grimace. The next blast was different. Steve felt the small shockwave and watched as the street-lights surrounding the building popped and fizzled out. The small-range EMP designed to knock out Hydra's cameras border-lined as their signal. Steve burst to his feet and made a break for the building just as he saw the rest of Iron Man's team surround the front of the building - consisting of Hawkeye, Squirrel Girl, Agent Venom, Scarlet Spider, Kazar, and Zabu.

Steve and his team made to the warehouse undetected, backs to the wall again, just to be cautious. The blasts and damage following from the front almost made him cringe. It was like trying to set off a firecracker without waking a baby, and any minute he almost expected a crowd of people to emerge from the houses.

But they didn't. Connor's did a good job of getting civilians out of the way, especially in their time-crunch.

Steve nodded to Iron Fist, "You're up,"

The Monk-kid returned the nod and pulled his arm back, and with a short, "Kiya!" he punched a hole clear through the warehouse wall that rumbled up the side of the building. If Hydra wasn't aware they were under attack before, they certainly did now. From where he stood, Steve could hear high-wailing alarms shrieking at the agents inside. The fact that they couldn't hear them outside probably meant the facility was sound-proof. But it also meant Hydra knew they were here.

The room they climbed into was stashed with packed containers, cabinets, files, and unloaded boxes. A storage closet, which was an incredibly lucky guess on their part. Steve actuated around the clutter and went up to the door, slowly opening it, giving him less than an inch to peak out of. He froze; straining his ears past the alarms for the sound of boots pounding on the floor and guns cocking. But, surprisingly, he heard...nothing. Well, nothing aside from alarms and red-flashing lights.

Frowning, he opened the door a little wider and gingerly stuck his head out, only to find the hall empty. That wasn't right. If Hydra was under attack, they would be hustling down to defend
themselves, well...unless they were on the other side perhaps. Scowling this time, Steve sent a glance at the two young faces awaiting his order; who were also shifting impatiently in their stances.

"Something's not right," he told them, but pushed the door open all the way and gestured outward. "Let's go, but keep quiet,"

In a single-file line, they left the storage closet. Steve watched the left side of the hall, while Dagger watched the right. Iron Fist remained in the middle, fist glowing as he examined the walls, ceiling, and floor for oddities. But there was nothing to be seen or heard. Absolutely nothing. No rapid footsteps in their direction, no shouts or orders bouncing off the halls, no guns or weapons clicking or shooting. It was...surprisingly calm.

Something uneasy squirmed in Steve's stomach, making him grimace. Reaching up, he tapped the communicator in his ear, just to make sure it was on after that EMP blast. Tony said the blast wouldn't affect the communicator because he designed them at a different frequency, but Steve wasn't sure. Technology always seemed to fail at the worst of times.

"Tony," he said, hoping he was being heard, "Something's wrong. There's no activity in here,"

Thankfully, Tony's voice came back clear and concise in his ear. "Same here," he replied, sounding puzzled, almost flustered. "We punctured the exterior, so I can hear their alarms - and there are definitely red lights flashing in there. So where are all my gun-toting Hydra agents? Do you think the attack was good enough? Maybe mild-damage isn't enough to get Hydra's attention anymore. Kind of pompous, but Hydra's always been that kind of group."

"I don't know, maybe their planning something," Steve said, though he knew that was already on all their minds. "Me and my team are heading farther in, what about you Widow?"

"Same here," she said. "We're inside, but it's empty. There's nothing. We'll head down and meet you in the middle Cap,"

"Sounds good. Tony, stay outside on stand-by. Something's not sitting right with me, and if it goes bad we're going to need a quick extraction."

"Roger that, Rogers," Tony snarked uneasily, "we'll be waiting on standby,"

Before they could sign off, Hawkeye piped up, "Hurry up guys. I don't like how out in the open we are. Side's Connors said we're on a time crunch, so we can't keep those citizens out of their homes for too long."

"Then we're on our way," Steve gestured to Dagger and Iron Fist, and together they started forward again. Steve made sure to keep his shield up, as a way to allow effective immediate cover for himself and the kids behind him. If they were jumped, he wanted the near-indestructible vibranium shield to take the brunt of it.

But, even as they journeyed farther into the belly of Hydra, there was still no attack. No agents jumped out, no unexpected bullets went pinging off the wall next to him, and when they turned the next corner, it was just as bare as the one they entered. This wasn't right! Hydra has never reacted this way before. There were supposed to be Hydra agents here, a lot of them. When Tony had sent a drone, he had scanned the area for heat-signatures and there had been more than a hundred in this very building. He did a structural scan to, the warehouse went down several floors beneath the concrete. Besides, Tony hacked into the traffic cameras in Brooklyn and followed the ReadyNew's media vans right here. This was no ordinary warehouse, all signs of evidence pointed to Hydra being here. How could it be empty now? It didn't make any sense, unless...
Unless Hydra was tipped off.

Steve tried not to dwell on that kind of thought, but couldn't quite push it away either. Was it possible they found out the Avengers and SHIELD was on to them? Was it even possible that they could move their entire operation within a day of SHIELD discovering the base? No...No that wasn't possible. News about the Hydra base had been air-tight within the heroes, and there was no way they could've moved so many people unnoticed from this area within 24 hours. No, it was impossible. It had to be something else.

But what?

Steve tried to figure that out as they turned down the next hallway. But as soon as he turned the bend, he froze, mouth falling open. Iron Fist and Dagger peered over his shoulder and gasped.

The hall was littered with bodies. Hydra-uniformed clumps were in heaps on the ground, weapons were barely hanging on to stiff fingers as large puddles of blood stained the concrete floor around them in large circles. The tang of blood was heavy in the air, so much that Steve felt like he was sucking on copper pennies. Dagger and Iron Fist bristled behind him, shrinking in horror and disgust.

For a long second, they stood frozen. Then, timidly, Steve took a step toward the closest Hydra agent. Carefully, he knelt next to the body, moving the gun out of the way to study the entrails spilling from the man's gut. The helmet was splayed with thick trails and speckles of blood, but beneath the cracked visor Steve could barely make out a blank, unseeing eye inside, impaled with a jagged shard from the helmet. He stood back, fingers clutching tightly to the bands inside his shield, keeping it sturdy in his hands.

"Tony," Steve called, almost retching on the stench of blood. "We found...." he looked back over the piling bodies, "We found something. Sending video-footage now," he tapped the video button on his wrist communicator, while simultaneously syncing it to Tony's. A second later he heard shocked gasps from the rest of the team, both inside and outside.

Hawkeye cursed colorfully, but Steve was too surprised himself to reprimand him for the kids listening over the line.

"W-what the happened?!"

"Don't know," Steve said, looking past the body he inspected at the other clumps on the floor. They were sprawled erratically. Black-burns scorched the walls, bullet holes played hide and seek deep inside the wall interior, and gashes, long and deep, ran jagged in both building and body.
"Something must've attacked them." He paused, "Maybe I should send the teens out-"

"No, we'll keep looking," Iron Fist quickly put in. Steve glanced at him inquisitively. "We still have to find Spider-Man," was the teen's only defense. His tone was calm, but just beneath the surface, Steve could sense a strain. Looking back over the bodies, Steve felt a clashing urge to sweep Iron Fist and Dagger in his arms and plop them back outside where it was safe, while also wanting to rush ahead, looking for Spider-Man.

He settled on nodding. "Yeah," he agreed. "We're going on ahead to look for Spider-Man," this was their fight just as much, if not more, than the Avengers. He couldn't exclude them.

"Fine, but be – just be careful," Tony warned. "Natasha I'm guessing your teams doing the same, so how's it looking on your side."

Her voice came across the line cool, but skeptical. "There are lots of bodies," she paused as if doing...
a second-glance. "A lot. I'm seeing broken bones, but how they were actually killed seems more along the lines of stabbed or slashed. We haven't found any survivors yet, but if we do, I'll comm immediately."

When Tony replied, Steve could hear the sudden strain in his voice. "Maybe...maybe the rest of us should head in. Strength in numbers has never failed us before. Besides, whatever caused this might still be in there."

But if we're all in here, who's going to be outside? If the cause of this was still inside the building then whatever it was would try to escape as soon as they got close. Strength in numbers wasn't bad, but they still needed people guarding the facility and the neighborhood.

"No, not all of you," Steve said. "Send in a group to check the front of the building, see what the situation is like there. But we need to keep surveillance up outside in case this thing is still here and tries to escape, besides, if it comes to it, we're going to need a backup team on call."

"Copy that," Hawkeye piped in. "Me, the two Spider kids next to me, and Falcon will be the team inside. Everyone else can stay out for backup. Sound good?"

A wave of agreement swept over the line, all except Tony. Steve waited for him to object. No one wanted to wait on the outside, but it has always particularly hard for Tony. He was so used to being up front on the attack, watching his teams back, and taking things on, Steve wouldn't be surprised if an argument came up. He knew Tony would want to be inside the building, scanning the interior, observing the bodies, hacking into any functional database - and Steve was prepared to let him. If the person-thing- whatever that did this was going to escape, it could easily be apprehended by Thor, Hulk, and SHIELD Academy.

But, instead, Tony replied shortly, "Okay, we'll be out here. Call if you need backup," then was silent.

Steve paused. That...was unexpected. "Tony, are you sure?"

"What? - Yeah, yeah, of course, I'm sure. Get a move on Spangles, we're on a time crunch remember."

He opened his mouth to argue, then closed it. He supposed if Tony wanted to stay on back-up, then he could stay on back-up. Either way worked, honestly. Steve hefted his shield in the other hand when through his peripheral vision, he saw Dagger kneel down and dip her finger idly in the middle of a puddle of blood. "It's cold," she announced, then examined the outside edges. "And it's already begun to dry out. Whatever happened, it happened within the last 24 hours,"

Steve glanced at the blood, then back at her. "Impressive," he said. "Where did you learn that?"

"We had a seminar on it at the Academy," she said, getting back on her feet as she wiped her fingers off on her suit, uncaring for the red stain it left behind. "I was unsure about it at first, but" she shrugged, "guess it came in pretty handy after all."

"Yeah, guess it did," he murmured. Dagger walked past him and gently turned a different body over, fingers going for the neck to look for a pulse. Iron Fist was already ahead, doing the same. When Steve was caught staring, Iron Fist told him, "We're just checking to see if anyone is alive. Our first priority is to look for survivors."

Wow. These kids...these kids really knew what they were doing. Admittedly, Steve was never really sure about SHIELD Academy. It was great to have a place for kids with abilities to stay, but training
them to go out in a field of battle? They were just kids. They should be at home, reading a book, doing homework, living a good, complete, normal life.

But, then again he supposed it would be pretty hard to have a normal life when you had a squirrel tail, or grew up in the Savage Lands, or inherited a mystical tiger amulet. Maybe normal wasn't part of their lifestyle, but the fact that they could find dead, mutilated bodies in a hallway and react in a way outside of normal was almost unnerving. They were good heroes - no, great heroes. But putting such young people in situations like these didn't seem right.

Ah, but how could he argue? Steve, himself, has always had a knack for the wild side and doing what was right - even as a teenager.

He couldn't judge them.

Shifting his shield from arm to arm, Steve smiled past the copper lining his mouth and knelt down to help. There were roughly 15 bodies packed in the hall, which meant it must've been a pretty quick attack if they were all dispatched so quickly. When the last body was turned over and checked, they all stood on their feet.

"Not a single survivor," Dagger grimaced, looking down at her hands now smeared with blood. She was looking a little green in the face, and the way her jaw set had Steve believing she was trying extremely hard not to look at the mutilated agents. Not that he could blame her, even he was feeling nauseated with all the guts and intestines he had accidentally stepped on.

"Well, there's nothing we can do for them," Steve sighed, brushing his hands on his pants. "Come on; let's go find Spider-Man,"

They moved with even more caution from there, stepping lightly over bodies while keeping at least two pairs of eyes trained in opposite directions at all times. The wailing alarms echoing in the halls made it hard to hear their steps, much less that of an assailant, and with the halls bathed in the red flashing lights, every shadow resembled a dry patch of blood. It was ghoulisht and unsettling.

While they moved farther into the facility, they came upon more halls similar to the one before, some with only 3 bodies sprawled on the ground, other with up to 15. Each time, they stopped and did a quick survey of the dead, looking for any survivors. On the last few ones, Iron Fist stood up to run a hand lightly over the long, jagged cuts on the walls.

"Claw-marks," he murmured. "Their structure seems familiar, but I can't place it..."

Steve stood up as he checked the last body. "More on that later. Checking these agents is taking too long if Spider-Man is our priority. If we find him, then we can come back around and look for any survivors-"

"When" Iron Fist put in.

Steve faltered. "Wha – excuse me?"

"When we find Spider-Man," he emphasized. "Not if."

When we find Spider-Man. He sounded like he was trying to convince himself. With each new body they turned over, gory and dead, a little more hope slipped from their fingers. If all these agents died, then who's to say Spider-Man is still...

No. Steve wasn't going to finish that thought. Spider-Man WAS alive and they WERE going to find him. It wasn't a matter of "if", it was a matter of "when." He nodded at Iron Fist. "You're right, when
we find Spider-Man. Come on, let's get a move on; we're running out of time."

Gradually the halls sprouted doors and with them something new to look at. Most were abandoned labs or workrooms, scattered with chairs and papers in a haste to leave the room. None proved helpful though. Well, until, they finally came upon a thick metal door, unlike the ones they've seen. With the help of Iron Fist and Dagger, it was as easy to pop open then a soda can. Inside was an office, or a gym...or a weapons vault...maybe all three. A third of the room looked like a regular office, with a desk and filing cabinet, but the other half was full of gym equipment and weapons. Lots and lots of weapons, of all kinds.

Steve walked over to the desk where papers were scattered broadly over the wood-surface and floor. He set his shield down in the leather chair to pick one up, turning it over in his hand. It was a map of Tubek with a series of red lines over it and several other places scribbled out. On one of the mountain ranges, the name: Atarog, was underlined in deep red. Atarog, wasn't that an old Inhuman city? Whoever had set up office in here was searching for something, but what that had to do with the Inhumans, Steve wasn't sure. What in the world could Hydra want with them anyway? Folding the paper, he tucked it deep in his pocket. Tony would need to see this, and maybe later they could come back and get the rest.

Other than the Tubek map, the room was useless, well, unless Spider-Man was hiding inside the punching back. Steve froze as soon as the thought crossed his mind– oh gosh, he hoped Spider-Man wasn't inside the punching bag. Hydra wouldn't take it that far, would they? Disgusted, Steve opened his mouth to tell the others to head out, but beside him, Iron Fist suddenly gasped, mouth gaping and eyes wide as he stared at the gym-section of the room. Jerking away from the filing cabinet, the monk strode across the floor, breaking out into a small sprint when he got halfway, and stopped by the gun-target posters hooked to the wall. He yanked something down, almost cradling it in his hands.

Steve came up behind him, hovering a hand over the kid's shoulder. "What is it?"

Iron Fist turned, mouth pulled straight. He shoved his hands to Steve, where a piece of colorful red spandex was bunched in his fingers. Steve instantly recognized the wide, white - but broken - eye lenses, the black web-designs, and the bright hue of red.

"Spider-Man's mask," Iron Fist clarified for him, he smoothed it in his hand, where several holes puncturing the fabric appeared fraying in view. "He IS here;" his thumb caught on a bullet hole. "He has to be,

Steve stared at the mask, jaw clenching. Patches of dark red bruised the brighter fabric - blood. Spider-Man's blood. If that kid was hurt, someone was going to pay. "Come on," Steve grit, striding toward the door. "We've got to find him!"

They left the room in a hurry, Steve filling the team in on the news as they went. They scoured the halls with renewed vigor, looking over everybody to make sure it wasn't the hero they were looking for, but unable to help the sigh of relief when the lifeless bodies they checked bore no resemblance to Spider-Man. They opened every door, investigated every closet, and studied every corner.

But there was no such luck.

As time dragged on, the minutes stretching into an hour, neither of the other teams had any good news to offer either. Anxiety was becoming a knife twisting in Steve's gut. It looked as though every agent of Hydra had been mutilated, none of them showed a pulse or a sign of life. With every new corridor, Steve began to dread finding a body of brightly colored spandex among the deceased.
So far it has only been Hydra agents and doctors. But the longer they went without finding Spider-Man, the more his heart beat with trepidation. Just how much longer before they did find the body?

Iron Fist and Dagger became a pair of sentinels in their search. They went on rigorously, moving fast, moves jerky and desperate, in search of their friend. It hurt Steve to see the pained look in Dagger's eyes, and the weighing down of Iron Fist's shoulders with each new corridor. He's seen this before in wars when soldiers searched for their friends among the fallen bodies after a battle. Calling out for them, desperate for a reply. The look of relief when they found them. The look of anguish when they found their bodies. Steve had felt it himself when he watched his best friend, Bucky, fall hundreds of feet from that moving train.

Steve didn't want to see that on these kids. He didn't want to see that kind of pain on anyone.

They found another room. Dagger and Iron Fist were in within a blink of an eye, but before Steve could follow, something familiar caught his eye from across the hall. The ghoulish white fibers of a skeleton face printed on a mask, the two bones crossed over the chest.

Crossbones.

The man had joined Hydra as a mercenary years ago. Steve's fought him so many times before; it was weird seeing him here, silent and unmoving. Something stirred in Steve's chest, spurring his feet forward with the desire to find a familiar character. Hope filtered lightly in his heart when he knelt next to the man, fingers finding the spot on his neck, waiting to feel a familiar ba-dum, ba-dum, ba-dum.

But Steve's heart sank when there was nothing. Blood had long since seeped through the thick armor beneath the black cloth, red stained the white crossbones on Crossbones' chest, and blood speckled the skull-face of his mask.

Steve rose to his feet, looking down at Crossbones' dead form, with limbs spread out and bent awkwardly, blank skull eyes turned up to the red light fixtures in the ceiling, a gun barely hung on to the tips of his cold fingers; empty gun shells dotted the ground at his feet. The crossbone shirt was barely hanging on by a few miniscule threads as if someone had tried to rip it off.

Steve kept eye-contact with those black sockets for 3 seconds, before turning and heading back to the room where Dagger and Iron Fist were already leaving. Judging by their frowns, there was nothing in there either.

Their searching became repetitive, apart from hearing the occasional, grim reports from the other teams - who have yet to find Spider-Man either - "We found a room in the basement. It's barely sealed off with glass...there's chains inside, but no one's in there...goodness, there's glass everywhere." - "Guys - there's a maze over here? Yeah, black, grey, er-grey again, and white - wait...I think there's blood in there." - "We found a white room over here...yes, a WHITE ROOM. As in it's completely white, Hawkeye....There's blood in here too. What in the world was Hydra doing?".

Even through the comms, he could hear the strain of anxiety, particularly with the teens. With all of their efforts, the teams had cleared 2-thirds of the facility. As a whole, they found chains in the basement, mazes, white rooms, training rooms, labs, storages, arsenals, but nothing that really mattered. No Spider-Man.

Until....

"Guys, over here!"

Dagger stood in front of a monstrous door, big and barred thick with steel, without a doubt more
secure than any of the other doors they've come across. But this didn't quite explain the huge, gaping hole rupturing through its center. Inside was a lab, big and in disarray. Machines were smashed to pieces, the walls were gouged the worst out of all the walls, and the largest group of expired agents and doctors they've seen was cluttering the floor in bloody heaps. Vials of chemicals were all shattered, their contents dripping onto the ground. Over in the corner, Steve's noticed 4 long pairs of thick, highly enforced chains forged into the wall. Or, at least, they used to be. One had been ripped from its place, whereas the others looked mangled and torn, with blood glistening on the metallic clasps, along with dried channels of blood that had dripped down the wall.

Dagger crouched by them, taking one wearily in hand. "Who do you think they--" but her question went unfinished, as if she couldn't bring herself to ask. Not that Steve or Iron Fist wanted to answer. This whole place was sick and demented.

In the center of the room stood three pedestals, each with a broken glass container shattered at the top. Steve peered inside the broken remains, but there were no clues left to piece together what had been inside. His attention quickly turned to the dead agents, and he got to work quickly turning them over, feeling for a pulse, while also looking for a familiar face. It was completely quiet in the room for a few minutes, before Iron Fist's voice broke the silence like a bullet in the air.

"Captain!"

Steve jumped to his feet and was at Iron Fist's side within seconds. The monk was crouched on the ground in front of a body, only this body was weird...really weird. It wore the same uniform that the Hydra agents were authorized, but a white lab coat added to the wardrobe - but that wasn't what made it strange. What was strange was the grey, clammy skin of the body, the leather bat-wings protruding from the coat arms, the squished animal-nose, and a pair of red eyes flittering weakly over his face. The chest rose shakily, up and down; strained breaths struggling past the sharp gouges lacerating his front.

Steve crouched down next to the injured...man? Bat? Thing? Iron Fist didn't spare Steve a glance when he said, "His name is Michael Morbius - Spider-Man told us about him - he's one of the people responsible for the Carnage-outbreak a few months back."

"What...what happened to him," Steve asked. "I mean, was he always like," he gestured to the bat features, "that?"

"No," Dagger said, coming up behind them. "According to Spider-Man, Dr. Octopus injected him with a synthesized version of bat DNA, turning him into this."

Dr. Morbius's eyes followed them as they talked. Then he chuckled weakly, the sound gurgled and wet. "You could ask-ask him yourself," he rasped, staring at Steve. His lips broke into a thin smile, showing fangs, "I don't bite."

Steve looked back at him, unimpressed. "Fine, then tell us what happened here, and we'll get you some medical attention?"

Dr. Morbius grinned, falling deaf to the offer of treatment, and looked past them where his gaze fell on the broken glass containment units. "It was amazing," he whispered, voice dropping low in an awed hush, "Beautiful. He - I didn't think he had it in him..."

"Who?" Steve leaned forward. "Who are you talking about?" Though, something told him he already knew. A twisted thought that wriggled through his mind like a parasite, one Steve wished he could ignore.
Glazed and unfocused, Morbius's eyes found Steve's again, and his grin widened as if he knew exactly what the Avenger was thinking. "It was horrible, it-it was beautiful. M-my creation..."

Iron Fist smashed his glowing fist into the ground, cracking the tough cement under his knuckles with astonishing ease. It was the first time Steve's ever seen him show anger, and it must've been a rare sight as Dagger gaped at him, mouth falling into an 'O'. "Where is Spider-Man?" he demanded. "Is that who you're talking about? Where is he?"

Morbius started to chuckle, then laughed, which he only choked on. But even through his violent coughing fit, he laughed still. "Spider-Man?" he shorted, "P-Parker...he..." his head tilted, falling to the side. Iron Fist's knuckles burst with energy again, only this time he looked ready to hit Morbius, until his face slackened when he followed the bat-doctors eyes. Steve did too, and caught sight of a giant gaping hole in the far wall leading out of the room and back into the hall. "He's gone," Morbius finished. "My creation...gone...out there...destroying..." That was all he managed to finish before his eyes rolled up back in his head, and Morbius was lost to unconsciousness. But Steve checked his pulse anyway, just to be sure.

Iron Fist, on the other hand, leapt to his feet and ran across the floor to stop by the wall, leaning out of it and looking left and right, as if hoping to see Spider-Man there, safe, whole, and alive. But his face twisted into one of grief when his friend wasn't there. Still, he cupped his hands wide over his mouth and shouted, long and loud, "SPIDER-MAN?....SPIDER-MAN?"

A soldier's anguished voice calling for his comrade across a bloodied battlefield.

And there was no reply.

He had slipped from their fingers again.

Spider-Man was gone.

Chapter End Notes

Oh, you guys thought, didn't you?
The information left behind in the mausoleum of Hydra's base was limited. Steve returned to the weaponized office, as promised, and scrounged up the rest of the left-over papers to attempt to stitch together what Hydra had been looking for. As for the software information, Tony was having a bit of a headache over that. As it turned out, Hydra had set up a fail-safe in the case that they were apprehended. The software containing viable information began automatically deleting files as soon as JARVIS tried dissecting it. The earlier attack on Hydra didn't help either. Whatever had killed those agents had also destroyed more than half of Hydra's technology, which had only jump-started most of the fail-safe protocols before Tony could even get to it. But, also thanks to the attack, some of the hardware programming had been stopped mid-deletion before the storage data could be completely wiped.

Then thanks to the combined brilliance of Tony Stark and Amadeus Cho, they managed to safely retrieve some of the frozen data in the computers, and as soon as it was downloaded in JARVIS's matrix, Tony had the A.I sweep the systems for anything relating to Spider-Man.

The Avengers gathered around the debriefing table, apprehensive of what was coming next. Out of all of the data Tony and Amadeus could retrieve, the most frequent was a collection of video files. For an organization bent on espionage, Hydra sure liked seeing itself on camera, which was fortunate for the team. The Avengers had decided to review the videos together, that way there would be no later debriefing and they could cut straight to strategizing, besides, time was of the essence, and they no longer had the patience to wait for their adversaries next move.

Tony plopped down in his seat, rolling a hand across his face. The last time he watched video-files of Spider-Man was when the kid was strapped to a medical table and under experimentation by a mad Octopus-doctor, and that alone was all the pain he thought he could handle coming from someone he'd grown close to. In fact, he was almost tempted to leave the room now.

If not for his impudent curiosity, he'd be back in his tower cross-referencing all the escape routes Spider-Man could've taken during his alleged "escape".

But, unfortunately for Tony, he did want to know. The answers to what happened inside that warehouse, to both Spider-Man and those Hydra Agents, was somewhere on the 6 tapes they found. A few of the tapes were even dated the night Hydra was supposedly "attacked", so if there was anything that could tell them about Spider-Man, it'd be here.

Steve sat next to Tony, looking just as grim-faced and unprepared. After spending several hours mulling over the papers taken from that office, Steve's head was already swimming with red-lines and maps that still made no less sense than when he started. Putting them aside to watch the videos was almost a relief. Only, the last thing he wanted to see was that kid get hurt again; he would've been perfectly happy with "America’s Funniest Home Videos".

Clint and Natasha entered next, sitting side-by-side at the table. Clint, for once, wasn't fiddling with his bow or quiver and sat completely still with his hands clasped, a rare look of seriousness etched the grooves of his face as he stared mindfully at the table. Natasha, on the other hand, leaned back in
her chair with her arms crossed over her stomach, and her red hair pulled tight into a ponytail, giving clear distinction to her stone-hardened countenance. Sam was opposite of them, anxiously biting his lip as he boot the 3D display, allowing JARVIS to pull the files up. Hulk stood in the corner of the room as a giant green shadow leaning against the wall. Ever since getting back to the Triskelion, he had fallen into a bitter, simmering silence. The kind that only his team would know meant he was about to blow a top. In fact, they were surprised he had managed to avoid smashing something this long, given his short fuse. Any unfortunate villain who decided to come out of hiding right now would be in for a rageful, muscled packed, big, green surprise.

Once they were all as comfortable as they could get, Tony wearily straightened in his chair. "We ready, Sam?"

Sam looked up from the Stark-pad and nodded, "Yeah," he glanced over the holographic display again, "Yeah. Just give me the word and we can start,"

Clint straightened and looked around the room. His clasped fingers tightened. "Where are the kids?" he asked. Then, he held his hands up to stop any answer and continued bitingly, "Or, wait, are we not debriefing them on *this* either?" While Clint didn't usually approve of teenagers watching a bunch of horrific videos of their leader and comrade, he still believed they should be there. After spending more time with the teens in the training rooms, and getting a bit of conversation out of them, he was positive they were just as serious about Spider-Man's case as the Avengers. They were the ones who notified the team of Spider-Man's disappearance in the first place, so it seemed right that they got to know what was going on.

Tony grimaced, however, thoughts racing along a different track. "I know they should be here," he blatantly said, rubbing a hand over his forehead. "But, I just...well, you guys saw what happened to Hydra," he fumed, "How are we supposed to put that on those kids? This is - this is some heavy stuff, you know?"

"They should be here," Hulk grumbled from his corner.

"Okay, I know! I know!" Tony snapped, before quickly reeling himself back in with a big, deep breath. Slowly, he held his palms out as if to calm them. "Can we just look them over first? I will let the kids see them, I promise, but I at least want us to see what we're getting into before we emotionally scar them for life. Can't we just do that for them?"

"If these videos are going to be as horrid as I think they are, then all us of are going to be pretty messed up with our own," he waved his hands irregularly, "emotions, and honestly, if we, the Avengers, are going to be messed up, how do you think those kids are going to take it, huh?" His jaw was set, but with a tired huff Tony slouched over the table and let his head fall his hands. "Let's watch it first, so we at least know what to expect."

It was true enough, but they all knew what the real problem was.

If through this screen they witnessed something truly awful, how could they willingly put it on the shoulders of those kids? The kids who had stormed the enemy base to find one of their own only to be left disappointed and grieved when their comrade wasn't there.

How could they sit idly by while those teenagers saw the horrors and garish, gory tendencies of Hydra? The Avengers have all experienced the fear of losing comrades, and it was as terrible as taking a knife to the gut. Letting the kids watch the videos would be like giving them the knife personally, and standing by with a rag.

But none of them brought it up. They saw it reflected in each other's eyes, but all they did was
silently acknowledge that the repercussions would be nasty and moved on. Tony nodded to Sam, who turned on the 3D display.

"The files on Spider-Man were marked under "Subject Alpha S," Sam said, taking the seat beside Steve. "There's only six of them, but a few of them are pretty recent, so..." he let that hang off as he settled into his seat.

"Well then," Tony said, crossing his arms, "let's do this,"

Up on the projector the first video began.

__________________________________________

Inside the dorm rooms, the teen's huddled around Amadeus Cho as he typed furiously.

"Did they really think they could keep us from those files?" The child genius bit, fingers flying over the hard-light board as his eyes zipped around the luminescent screen. "You know what? I can't even believe them! After all we did together, after all we've done for this stinking mission. We went to the Hydra base too, we helped plan and prepare for it, and we helped gather information from a bunch of computers that took forever to decode and decipher and - I just - I can't believe they'd actually try and stop us from seeing what happened."

By him, Sam nodded. He had his Nova helmet tucked under his arm. "Sounds just like the Avengers," he fumed in agreement. "I mean, it's not like we told them that Spider-Man was gone in the first place."

"It's not like we helped locate Spider-Man or anything," Miles griped with him, and a rumble of similar obscenities floated around the group.

After being sent off to bed while the Avengers "worked", as they so graciously put it, the Ultimate New Warriors decided they had enough of the training wheels. They wanted answers, and if the Avengers weren't going to give it to them, then they'd just have to take it themselves. Tony Stark may have had the files imported into JARVIS's systems, but Cho had actually anticipated this and left himself a window into the AI's programming. Honestly, he hadn't been sure if it was necessary at first, but now he was happy he did. Cho didn't want to believe that Tony Stark, his idol, would do something like that. But the world was full of disappointing variables it seemed. It took only a few minutes to find the window, then a few more to safely tip-toe through the system before the files were popping on his screen. Amadeus grinned wide and victorious, instantly earning the praised approval of his group.

"In your face, Stark!" he muttered. While he could admire Tony and his advancements in technology, Amadeus wasn't about to let anything stop him or the team from seeing what happened to Peter, cause after everything they've done, his team had the right to know. It was going to be bad, they all understood that. They all knew it the moment they had seen inside the Hydra base, and they understood that what they were about to see was the cause of countless deaths, but it also held the reason why Spider-Man was nowhere to be found in the base. Of course, they could wait for the Avengers to brief them, but there was no way they were going to accept the sugar-coated version.

This needed to be done. Besides, Amadeus would be an even greater liar than the old-evil Norman Osborn if he didn't admit that he was burning with curiosity to know what happened. The after effects to the Hydra facility were gruesome, yes, and more than one of them had instantly run to the sanctity of the SHIELD bathrooms to relieve their stomachs when they finally got back, but they needed to know what happened. Needed to.
"The videos are marked as Subject Alpha S," Amadeus read, putting the file on the widescreen displayed from the Iron Spider suit.

"Subject Alpha S?" Flash parroted, arms crossed. "What's that supposed to mean?"

Dagger shrugged, leaning closer to the words as if their meaning was hidden deep in the illuminance of the screen. "My best guess would be 'Subject Alpha Spider-Man' or even 'Subject Alpha Spider'."

"But that still seems like a funny name to call it," Squirrel Girl commented. "Those terms gotta mean something."

"It's cause he's the first Spider," Scarlet said behind them. All heads snapped back and he paused, shrinking away from the scornful gazes. Even so, he continued, "He's their new science experiment, so they'll refer to him as Subject, and by Alpha, I don't think they mean by dominance, but more because he was the first one, and S, well," he shrugged. "That one just seems kind of obvious," Amadeus nodded, impressed. "Experiment on the first spider: Subject Alpha S. Good work, Ben, but I guess you would know more about that than any of us."

Scarlet grimaced, unsure if Amadeus meant it as an accusation or simple fact. He found a sudden solace in the material of his suit in his efforts to feign nonchalance. "Yeah," he agreed throatily, "I guess I would."

The first video popped up on screen, with a play button glowing ominously in the center. "So, you guys ready for this?" Amadeus asked, finger ghosting over the keyboard.

"Yes," Dagger said, giving a firm nod. "It's going to be bad, but yes." Cloak became a supportive pillar behind her as he landed a soft hand on her shoulder, and the two shared a strong smile.

"Agreed," Ava nodded. "But," she looked over the group. "No matter what we see, this doesn't change anything. We're going to find Spider-Man, no matter what." Her tone challenged anyone to say otherwise, but rather, a rumble of agreement passed through their nodding heads.

"Then we are all in agreement," Triton said and gestured to the screen. "Let's begin."

With one more glance over the group, Amadeus clicked the button and the video began rolling.

May tiptoed into a conference room, holding her steps as lightly as possible. The door closed behind her with a woosh that was too loud for her silent foray, and she didn't even attempt the lights as she trekked across the dark room. She repressed the urge to stare at the far wall, instead, trying to convince herself that she was not in a room next to the one filled with the mightiest heroes on the planet, and that she had every right to be there.

Shoulder's tensed, May quickly slunk to the conference table, at its head, and rushed her hands over the surface for the button to the hologram, the one Coulson had unintentionally shown her. The hologram flicked to life in blue brilliance, sending a sudden garish glow across the room that illuminated her shape on the far wall. Squinted eyes going rounded with mild panic, May's head whipped to the door waiting for guards to bust in. When nothing happened, she slowly exhaled and rolled a chair up and set to work tapping on the keys.

She didn't usually try hacking into a multibillion-dollar interface, but this was important. Ever since talking with Connor's for a more productive role in finding Peter, she had started getting lessons from
some of the SHIELD technicians on how to work their systems and hardware. Not too full extent, of course, cause SHIELD would never actually allow a citizen in their system. But, with a few subtle, persuasive hints to her SHIELD teachers, she managed to land a few small lessons in hacking. Now, she was nowhere near as good as the technicians, but Peter's explained to her the fundamentals of hacking before, when she found out he had hacked into a national science organization - for a report on molecular energy, of all things. She wasn't sure if her mealy knowledge was enough, but it was all she had and this was her only opportunity to get the report on the base they thought Peter was in.

May would admit, she was still peeved she hadn't been allowed in the original conference to discuss Peter's whereabouts. She could still understand their reasons though, she was an outsider, she was nothing but an associate of Spider-Man who was in danger because of that association; in fact, she wasn't even a part of SHIELD. But, May Reilly Parker was no quitter, and she was going to get some answers whether SHIELD liked it or not.

So, maybe hacking into Tony Stark's software wasn't the best plan, but it was her only plan, and if she was caught, well, she'd figure something else out then. But either she was seeing these reports, or someone was getting an earful.

Biting her lip, May tried to remember all she learned about codes and numbers as they rolled across the screen. She hesitated a few times, wanting to get everything right, but still anxious to go unnoticed. But, minutes into the process, the screen suddenly blinked red and a voice came emanating from it.

"Access to these files is restricted from the public eye unless you have proper authorization at this time."

May jumped in her seat, hand flying over her heart. She gasped, nonplussed, and gaped at the screen.

"Pardon me," the voice continued, "It seems I have scared you. That was not my intent. However, you are still attempting to hack into an unauthorized database." May stared, before hesitantly glancing around, now wishing someone was there to explain what was happening.

When the walls provided no answer, she leaned in closer. "Um...who...Did you....is this the computer talking?"

"My name is JARVIS."

"Oh..." she got up to search the side of the screen, looking for a speaker or a projector, but nothing was there. "Who...what are you?"

"I am an artificial intelligence program created by Mr. Stark," the voice, JARVIS, replied. "And I have been ordered to keep intruders off his database. If you do not leave, I will be forced to notify Mr. Stark of this intrusion."

May's heart dropped, and her hope for answers shattered. Almost dazedly, she rose from the chair, staring down the hardware JARVIS possessed. But when she turned to leave, it's words came back to her. "Wait...You mean you..." her hope began reattaching itself. "You didn't tell him yet?"

JARVIS went quiet, as if it was the one caught doing something it shouldn't, then continued almost hesitantly, "I was...unsure of your intent," it admitted. "You are showing high signs of emotional stress and hormonal imbalance, and my scanners tell me that you are not on a menstrual cycle," May tried not to blush from his bluntness. "Thus, my systems deduce that you are in some sort of high level of distress."
May looked down, this time feeling like she was the one caught doing something wrong. "Yeah, I guess distressed is the right word for it."

JARVIS paused again, but this time as if to think. "You are the living relative to Peter Parker, aka, Spider-Man," it stated.

Her jaw dropped in surprise, "How...how did you know that?"

"My program was installed into your house in case the premise was attacked, thus I was updated on all the known relations and affiliations of the Parker family."

May shuddered, skin crawling. How long has this AI been in her house? What was it even supposed to do? But before she could ask how long it's been there, something else came to mind. This was Tony Stark's personal AI; it had all the answers she needed. "Did you guys find anything on Peter?"

She blurted.

"I cannot give that information."

"But you did," May insisted. "Or, they did. The Avengers. They got information on Peter, that's - that's why I was trying to hack those files."

"I am sorry Ms. Parker," It was amazing how authentic it sounded, "but I cannot allow authorization into that file."

"Please," she begged. "Please! I - I need to know what happened to him. He's my boy. My only family. No one tells me anything around here! Please, I just need to know."

"It seems that you are too close to this case," JARVIS argued. "It would not be a good idea to allow you to get involved."

May's newly constructed hope crumbled again. "Yeah," she bit, "That's what everyone seems to think." She sank down in her chair in a forlorn grievance, face falling as the remnants of her plan fell through her fingers. "I'm just the sweet, timid Aunt after all," she continued bitterly. "It's not like I care for my nephew or anything. It's not like I worry about him day and night, it's not like I'm constantly trying to get answers about him."

The screen JARVIS possessed was quiet, and when May glanced at it there were no signs of occupancy. It probably left to notify Tony Stark about her attempted hacking, or maybe it just knew there was no point in even bringing it up because she couldn't get in the system anyway. May's hands trembled, eyes stinging. Why did she think she could do this anyway? She wasn't a hacker, she didn't know what she was doing. It was stupid, and she wasn't surprised she'd been discovered right off the bat.

But, while her failure was inevitable, she didn't regret trying. She'd do anything and everything if it meant getting her boy back.

"I am sorry Ms. Parker," JARVIS suddenly piped up, and May jumped again.

This time she leveled a trembling glare at the computer, "I thought you left." She sniffed.

"Your hormone levels indicate that you are in even more distress than before," JARVIS stressed as if her emotional-state was affecting it just as much as May.

May wiped her wet eyes with another sniff. "Well," she said, biting her lip to keep away the quiver, then looked at the ceiling and counted to ten till she calmed down. "I already know that you're not
going to help, so," she scooted out of the chair, and stood up. But before her foot could take one step toward the door, the screen was moving on its own accord, and suddenly a file was downloading into the flashdrive she had brought. Slowly, May sank down back in the chair, before jolting forward with realization and eagerly moved her fingers across the screen to open it.

"This was the video that displayed the least amount of gore," JARVIS told her, and May's gut twisted in horror. She tried not to think about all the things they could've done to Peter, but her mind still raced with ghastly conjured scenarios. She went to touch the play button, but JARVIS softly interrupted, "I suggest watching it somewhere more secluded, Ms. Parker."

Despite the horrors in her head, May's heart warmed. She gently laid her hand on the screen, to convey in some sort her appreciation for what he did. "Thank you, JARVIS"

"Of course, Ms. Parker," then the screen darkened and this time May was certain the AI was gone. Carefully, she ejected the flash drive and powered off the hologram. Fingers trembling, May strode across the room, meeting the door in seconds. Her laptop was in her room, that's where she'd watch the video.

She hurried through the halls, clutching the flashdrive to her chest.

The files were sent to him labeled with a worried emoji and a small sentence: This is all me and Spider-kid could scrounge up. Good luck - Tony Stark.

Norman sat like a statue at his desk, staring at the file name on his desktop, 'Subject Alpha S'. According to Stark, only a few of the video-data from Hydra's systems were recoverable, and the ones regarding Spider-Man were the 6 staring at him right now. Each boxed video sat as daunting and ominous as a vial of goblin serum dangling in his face.

This is it, he told himself. These videos were, no doubt, going to be the product of his evil as Goblin. It was his obsession with Spider-Man that started all of this, and it was time to see what that produced. Connors sent him the reports on the Hydra base earlier, and the creeping madeleine of it crawled back up Norman's spine, breathing coldly down his neck as it peeked over his shoulders for a chance to see. All that carnage and destruction and gore seeped back into his brain like puddles of blood, and he shuddered when he thought about how much the Goblin would've relished in it. Mindful pestilence twisted in his stomach, and Norman felt ready to empty his lunch.

His fingers skimmed over the screen but stopped at the first video, where the cursor hovered over the button. These were the key to figuring out what happened in the fortnight of Peter's captivity; everything that happened to that boy was sitting on the desktop right in front of him, and he didn't have the gall to press play. For a minute, Norman felt the Goblin looming behind him, watching excitedly over his shoulder as if ready for a show. Norman closed his eyes, trying to tear the troubling sight from his head.

Even so, he felt the villain growl in his ear. This is it, Goblin said, the fruits of our labors. Norman knew he - it - was right. This was the sickly fruit he had reaped as a maniacal villain, and he wasn't just talking about his time as the Goblin. If only Norman had ignored Spider-Man and written him off like everybody else, then none of this would be happening right now. Hell, if he hadn't kept Octavius locked up in that lab, and didn't torment him the way he did, then Otto would've never hated Spider-Man with such a bloodied passion. Everything in these videos, every brutal and sadistic act made to Peter, was an effect of Norman and his actions.
It was a burden Norman was terrified to bear.

What if Peter died? His thoughts whispered to him. What if they had killed him weeks ago and the destruction of the Hydra base was something else? What if the destruction of the Hydra base was what killed Peter? What if it was something worse?

Norman grabbed the sides of his head, anything to get them to shut up. His fingers dug into his temples as the Goblin laughed. The dreams and day terrors were getting worse day by day; so much worse. After opening these files, there was no doubt they would escalate, and Norman didn't know if he could handle that.

Teeth gritting, his hand ran through his styled hair and he took a deep inhale. "Come on," he told himself, rubbing his face aggressively. "This is on you. Take responsibility for your actions. If a teenager can do it, so can you."

Mind set, Norman straightened up in his chair, but still made no attempt to click the video. His fingers twitched in his lap and he stood up abruptly, pacing the length of the window behind him.

Guilt was already settling in his chest; he hadn't even opened them, yet he could already feel self-hate and loathing creeping up his sternum. He inhaled several times, big deep breathes that did little to ease the scruple holding him back.

"Alright," he whispered, straightening his suit jacket. "Alright, alright, alright, come on," he sat back in his chair and brought his finger to the screen, where it hovered shakily.

This is it, Goblin whispered and gripped Norman's shoulders, planting him in his seat.

Norman forced his finger forward and the video began.

Harry stood in front of his bedroom mirror, donning the clunky Patrioteer armor. The visor was up so he could see his face clear and bare in the glass, and despite the unease he felt, he was surprised by the hardness of his gaze.

He didn't normally wear the armor in his room, especially after his dad walked in on him practicing his attack stances in the mirror - the one time Norman didn't knock - but this time it was necessary for what he was about to do. Just recently, Harry overheard that SHIELD found the whereabouts of Peter. Now, he didn't take pride in eavesdropping on his dad, especially with the fragile trust they've been building with each other, but he couldn't go another day of being kept in the dark. Harry hadn't heard anything about whether or not they actually found Peter, until just tonight when he overheard his dad talking to Dr. Connors over the phone.

Apparently, they have a file on what happened, and it was just sent over to the Osborn building 10 minutes ago.

Harry's nerves prickled like electricity under his skin, and, vaguely, he wondered if that was what spider-sense felt like. The electric subcutaneous feel that something bad was going to happen before it even started. Did Peter ever get anxiety when he felt it? Did he ever get scared? Did it make his fingers twitch and his shoulders heavy with dread?

No, of course not, because that was Harry. Peter was Spider-Man, and when did Spider-Man ever get scared? He fought bad guys and villains almost every day, so he probably felt prepared when his spider-sense when off.
Harry didn't have a spider-sense, but he felt the heavy implication that he was going to be discovered before he even tried hacking his dad's software. Just thinking about it made his anxiety fly and he glanced at the door, waiting for it to shoot open with his dad's stern, disapproving frown already in place.

Well, maybe that's what the old Norman would do. Harry's dad had changed a lot in the past few years, so maybe instead of disapproval, it would be disappointment. A look of betrayed trust because the last person he'd expect to go behind his back would be his son. Thinking about it, maybe disapproval wouldn't be so bad - Harry was used to that one at least. But, he was willing to stand the disappointment too, if it meant learning something about Peter.

Besides, that was IF his dad found out. If Harry did it right, then his dad would never know.

Taking a deep breath, Harry gave himself one last look in the mirror. "Here goes nothing," he told the boy staring back, then the visor shut over his face.

But he didn't go far, just went and leaned against the far wall as he purged into the mainframe of his suit. Harry wasn't sure if his dad realized it or not, but the Patrioteer armor was still connected to the Iron Patriot mainframe, which gave him a subtle window into Norman's files. If Harry was right, and he was almost certain he was, then his dad hadn't ended the connection between the Iron Patriot armor and his computer since downloading the forayed information from one of Goblin's old lairs.

Even the barest thoughts of the Goblin had goosebumps crawling up Harry's arm, and he shuddered. No amount of therapy or "coping techniques" were enough to erase that grin-rotting face from his head. No amount of testing and retesting was going to ease the night time chills when he couldn't sleep, when every shadow became a being out for control. Nothing was going to keep the monsters under the bed unless Harry was doing something worthwhile.

"Okay, okay, okay," he whispered, sweeping the sharp shards of memory to the back of his head and refocused on the screen. With a self-assured breath, he dived head-first into the armors matrix, only coming up for air when strings of codes stumped him. Now, he wasn't nearly as capable with a computer as Peter, but he's been getting private lessons from his dad ever since starting his homeschooled superhero training weeks ago, because Norman was still uneasy about sending him to SHIELD Academy since the Anti-Venom incident.

But even with his additional lessons, swimming through the numbers and lines were perplexing, and more than once Harry had to breach the surface to clear his head. It took a while of meticulous work, but it was all worth it when Norman's desktop flashed over Harry's visor. Excited, Harry quickly finished syncing the Patrioteer armor to the computer, breath hitching when a file appeared on screen. It was the file - he had gotten there just in time. Attempting to download the attachment into the Patrioteer armor would undoubtedly catch some attention, so he'd have to piggyback with Norman and watch them when his dad got down to it.

Sighing, Harry tilted his armored head against the wall and waited, but scowled at the file name, "Subject Alpha S."

Is that what those Hydra maniacs were calling Peter? Was he just a "subject" to them? Harry's lips curled. Hydra didn't even have the decency to label him as a person, he was just a thing to them. Something they could use and deceive and it sickened Harry the that world could be infested with rats like that.

_Says the guy whose father was the Goblin_, something small and sinister whipped in retaliation. Harry's lips fell from their curl and he looked down at the lush carpet of his floor, the weight of those words settling deep. He tried to tell himself that his dad wasn't like that anymore. Norman Osborn
has changed for the better, he abandoned the Goblin to die in the sunken walls of the old Helicarrier.

But who was to say it was successful? Who could've been there to see those yellow eyes shine through the depths as he clawed his way back up to the surface to torment the living again?

Perhaps the Goblin died with the retired engines of the Helicarrier, but it wouldn't be the first time that monster came plowing back into their life's. At one time, Harry believed that the Goblin was gone for good. But then an octopus rose from the waters and with the prick of its beak, the Goblin was back and the nightmare was repeated. Now the Goblin was gone for a second time, but who’s to say that it wouldn't happen again? And this time, there would be no Spider-Man to stop it.

"No," Harry burst, as if to finalize his decision from the trembling patter of his heart."Goblin is gone, and we WILL get Peter back." But even his words sounded absent of filling.

Traitorous thoughts bubbled, but before he could delve into a philosophical discussion with himself, the screen moved and the arrowhead cursor found the first video.

Harry's back shot with steel as he sat up, breath hitching as it began to play.

He didn't breathe the first few seconds of the video.
Chapter End Notes

Hellllllo.

Long time no see :D

Okay, so know it’s been a loooong time since I updated, but the thing is I’ve been working on the next chapter to this story the. Entire. Time. Believe, it’s crazy. The frickin chapter got up into the 20,000 words.

Yeah. Looooong.

So I decided to break it up into three chunks, and here is the first. You’re welcome. But since I already have the entire chapter written, the next two updates will come a LOT faster. It won’t take a month next time. XD

The picture is of Peter in his straitjacket (obviously)
Well, here you guys go. We’re gonna have some fun these next few chapters. A lot of fun. *evil grin*

Till then my chill-adas!!
The room was bare and completely white. Nothing of life nor color was inside, with the only disruption being a small cot that protruded from one wall. For several minutes the picture was of a lifeless cell. Then, something hissed, and a far corner and the room began to split, opening wider and wider as if folding in on itself.

Two hydra guards marched inside, hefting something small and limp between their arms. They dropped the boy roughly on the cot and, without a pause for breath, left the room.

A white straitjacket was pulled tight over the boy's thin frame, binding his arms to his back with thick, mechanized clamps that constricted all locomotion. Brown, sweat-lagged hair became a colorful beacon compared to the, otherwise, starch walls, but what distracted from that limp mop was the swollen and beaten face of one Peter Parker. Deep, boding bruises stained his jaw and cheeks, as bold as spilled ink, while one eye was almost swollen shut, a string of blood hung past his split lip and a sprained nose which had been hastily fixed up with a small, butterfly bandage.

For several minutes, Peter was a motionless sack on the cot and, completely unmoving aside from the stuttering rise and fall of his chest.

Then his eyelids began to flicker and consciousness lurked beneath the surface, while his face twisted into a pre-pained grimace. With a soft miserable groan, one eye slit open, only to clam back shut with a pained hiss. This time, he blinked rapidly to adjust to the new lighting, though his swollen eye was slow to the movement. Peter groaned throatily and stared at the ceiling, then dropped his head to look to the side, eyes pinching as if to discern this new place. Lips curving into a frown, he pitched forward to sit up, only to convulse and collapse. A queer look crossed his face as he looked down, finally noticing the straitjacket, and his eyebrows pinched with a million thoughts swimming through his irises.

Perplexed, Peter twisted himself to the side and on to his knees, intending to get a better look at his surroundings, only to gasp as his body convulsed again with sharp, slashes of pain that made him slump back down instead. Sweat already peppered his temples, and as if coming to a decision, he sagged against the white sheets and stared up at the ceiling. After a few minutes of being stuck to his thoughts, the reality of what happened seemed to strike him like lightning. His eyes stretched with panic and his arms shifted under the jacket as hard. Breathy rasps crumbled past his throat as his arms began a slow tug that pulled inside the jacket, but when it didn't break, he struck out in wild movements.

However, the straitjacket kept a steady hold over him, too stubborn to be broke, driving Peter to the point that a scream came crawling up his throat. But before it got past his teeth, he clamped down, jaw set in childish determination, and eyes sturdy through the wet layering of gloss. After minutes of a fruitless, teeth-gritting struggle, he huffed back on the bed with a grimace, no doubt feeling the afflictions of his body.

However, while his body stilled, his heavy breathing didn't subside, and Peter squeezed his eyes
shut. His lips moved in utterance as if whispering a mantra to appease the aches of his body, and after a moment of dwelling in his chant, his face smoothed from its bristled edge and his breathing fell back on pace. It took him a few minutes more of forced tranquility before he reopened them, but something sad and hurt remained. His lips soured and he looked sick, giving the impression that if there was anything in his stomach, it was in danger of resurfacing. Despite that, a thought crossed his queasiness, and a slow, easy smile upturned his face; one of loyal confidence.

"They'll come for me though," he whispered with a self-assuring nod. "They won't abandon me. They'll...they'll be here soon."

With those words of pure faith, he turned over in the cot and closed his eyes.

File: Subject "Alpha" S

Date: 9/27/2017

Peter was strapped to an operating table, unconscious and slack, with the straitjacket gone and replaced with a simple white jumpsuit. Around him, lab assistants and doctors moved with authoritative activity, but each movement was shadowed with anxious eyes and nervous fidgeting. They checked the machines tersely, though one eye glanced cautiously at the shadows whenever it felt right.

From those shadows, a face lurked. Red eyes watched the operations of those under his rule, and his squashed nose inhaled the subterranean sent of chemicals and nervous sweat. But Michael Morbius only had interest in his subject, for his eyes roamed over the lean muscles hinted deftly beneath the fabric, and below that, the mysteries of his DNA. A determination to unlock those DNA codes made his eyes brighten, and the look that held Morbius's face was one of a scientist.

Quietly, Morbius allowed himself a chuckle, causing the nurse near him to stutter in her actions, before smoothly falling back into her job despite the blood that drained from her face. Morbius's leathery skin stretched as a smile, sharp and cutting, sliced his cheeks to allow words to bleed out.

"Who would've known," he mused to no one in particular. "That Spider-Man was nothing but a child. That thorn in everyone's side, that selfless hero who upset the plans of so many, who've single-handedly taken the attention of Otto Octavius's revenge, was nothing but a boy playing a man." He chuckled again, this time it carried more humor. Shaking his head wryly, Morbius crouched eye level to the sleeping boy. "Well, let's see you survive this one, Peter Parker."

He then took the transfusion gun harbored in his coat pocket and jabbed the needle into the crook of Peter's elbow, catching the vein in one experienced attempt. When the desired blood amount was extracted, Morbius sent one last mocking smile down at the hero, then spun on his heels and took the vial from the gun to roll it languidly in his hand.

"Hurry with the setup," he stopped to order the closest doctor as he held the vial of blood up, examining it from all angles under the fluorescent lights as if it would illuminate his brain to its secrets. "I like working with fresh blood, but I'm going to need more. Move quickly, the sedation won't work on him for long."

The doctor nodded, head bouncing as he hurried forward to help hook up the machines and tubes to Peter's body. It didn't take long till the tubes began extracting blood.
As Morbius strode out of the room, he added over his shoulder, "And be sure to stock him with proper nutrients. I can't have his body too weakened to begin testing."

"Yes sir," the doctor replied, quiver barely suppressed. "I'll handle it myself, personally."

"Make sure that you do, I have plans for my subject. Don't disappoint me." Then the lab door shut with a hollow hiss.

Files: Subject "Alpha S"

Date: 10/2/2017

Peter shifted awake in a long corridor with two metal cuffs clamped on his wrists and ankles. Time had worn him down, the springy fluff of his hair had lost its luster and hung dirty and limp over his head, his skin had lost its healthy glow and served to draw out the heavy, bruised bags hanging under his eyes. He shook his head a few times to wipe any lingering distortion, then pulled to his knees, shoulders heavy with resignation.

He winced as a speaker above him crackled, "You know the process Subject S," Michael Morbius' voice said. "You may begin."

Peter's jaw hardened, and when he glared at the camera, a fire of resistance sparked in his eyes. It burned smooth and hot, snapping and crackling with the veiled threat of a wildfire, before sputtering out just as quickly. Wearily, he got to his feet, movements belated and programmed, and followed along the corridor with a hopeless expression. He turned the bend and faced the decision of a four-way intersection in the hall, each corridor colored differently. He completely disregarded the white, paid homage to the black with a curt glance, but walked past the light grey to enter the grey hall.

The image shifted as Peter journeyed farther and farther into the corridor. Minutes into it, streams of bright light began shooting from the close walls, kicking him into a run. His body whipped and spun of its own accord in its effort to dodge the projectiles as he climbed along the walls and turned sharp bends, running in a mindless path while managing to keep his expression stony.

But as the lasers increased, so did his speed...and emotion. When a particular laser skid past his shoulder, his face twitched with a grimace and he bent to cradle his injured arm. His eyebrows cut in irritation, and with grit teeth, he jumped back into the fray.

Climbing up the wall, Peter glanced idly at the camera. "You know, this is beginning to feel repetitive," he commented, relighting that spark in his eyes. "I mean, if you wanted to see my evasive skills, couldn't you have just looked up my dodgeball records? Why go through all the hassle?"

The voice of Michael Morbius came back over the speaker, factual and snooty, "Because I prefer first-hand experience over a record. But if you believe the maze is getting dull, then maybe it's time we kicked it up a notch."

Peter glowered at the wall, head tilting. When he opened his mouth to retort, a new projectile alerted the parameters of his spider-sense and he quickly ducked, hearing his assailant pinge off the wall and roll at his feet; Peter's eyes narrowed at it.

"Bullets?" He screeched. "You're shooting at me now?"

"Rubber bullets," Morbius corrected. "They won't kill you, but they will hurt. Get a move on Subject,
your exercise has just been moved up." As if to emphasize himself, more rubber bullets zipped by, finding allegiance with the lasers in hitting their mark. Grunting, Peter's commentary halted so he could focus on the new threat. The exercise continued long and hard till sweat glistened his forehead and his breathes heaved laboriously. Morbius stayed silent through the exercise, as did Peter. The only sound within the maze was the hum of lasers, the pinging of rubber bullets, and the heaving of his chest.

[The video picked up speed when nothing important happened, before slowing again seconds before Peter finally slipped.]

"Too slow," Morbius said, and the cuffs on Peter's wrist sparked as electricity wound its way through his limbs, making him stumble further. The blunt end of a bullet struck him in the leg and he grunted, leg bending under the pressure. Peter quickly straightened back up and went back to evasion, but, as if having increased their confidence, more began to hit home. First just one ever so often, then two within minutes of each other, then three. By then, it was taking a toll. With each new strike or burn, Peter got slower; he flinched when they whizzed past his ears and his blue eyes began hovering nervously. It didn't take long after for him to stumble again, only this time he was on the floor. Even then, the attacks didn't relent. His arms went up to cover his head as torrents of projectiles pummeled his skin, but any cries of pain he had to give was inundated by the humming lasers and thudding bullets.

"And, you lose," Morbius hummed, "You know what that means."

If possible, Peter's body coiled even more. He barely pushed out a bruised, "Wa-wait!" before the cuffs were alight with burning energy again. He screamed and writhed on the floor, consciousness slipping between his eyes like wet soap, before it shot from his hands and landed somewhere down the hall, leaving him to unconsciousness.

Files: Subject "Alpha" S

Date: 10/5/2017

The White Room.

The straitjacket was back and now accessorized with a collar. Peter sat hunched over, rocking on the balls of his feet. His long, ragged face had taken on an unhealthy grey hue, while his eyes were sunken and dark with bags hanging from the tip of his eyelids. Even with the straitjacket, he seemed skinnier, frail even, and ready to flake off into ash if someone so much as turned in his direction too quickly. His gaze was short but focused faithfully on a spot on the floor, as if having discovered the key to his escape within the white surface of the linoleum. The collar was a block around his neck, allowing his thin lips to sprout words, but kept his voice condemned and shackled in his throat.

Peter was talking to himself, only nothing seemed to register. The words tumbled and tripped from his mouth like mute, drunken syllables that tottered their slurred mysteries in the air for no one to hear. The healthy, strong-willed boy they first brought into the room was gone, now overshadowed by the hollowed husk sitting in his feet.

Despite the room being bare, the husk's eyes suddenly jumped up, hovering suspended. Hyperventilation pressed iron bands tightly around his chest, and the heavy, ragged sounds of his breathing became the only noise in the room. His eyes raced after an apparition in the air, and he shook his head as a new word left his mouth, small but easy to catch.
"No." the husk cried mutely. "No. No. No. No. No. NO!"

His head whipped around as panic began seeping down from his eyes, and saturated its acids into his stinging face. "No! No! NO! NO! NO! NO! NO! NO!" He stumbled up onto the cot, but a foot caught a roll in the blanket and he fell with no resistance. With the frailty of his body, it was a wonder no bone snapped as he hit the floor.

The husk rolled to his knees and pushed frantically with his legs to run away, but in his delusional state and the immobility of his arms, he found himself fumbling and scooting back across the floor. When his back hit the wall, the gnarled hands of grief gripped his face as he realized he had nowhere else to go. He shook his head again, the sodden words screaming their fear as he tried to push further into the wall, very well attempting to merge himself into its white embrace. When he didn't succeed, tears reached the line of his eyes, tittering on the edge, before cascading over. Through the broken dam, he tried to swim for shore, but his arms were bound and his muscles unresponsive. He sagged against the wall as his body failed.

The husk sat there, drowning.

Files: Subject "Alpha" S

Date: 10/9/2017

Collarless, Peter was kneeling in the center of the room with Crossbones circling him. The skull mask was cold like the corpse it represented, and the hollow sockets as dark as the man hiding in its depths. Crossbones talked with the silver-tongue of a patrician, negotiating the end of the battle of wills Peter had them locked in, tempting the boy with the sweet thought of an end to his madness.

When Peter didn't snatch the bait, Crossbones switched tactics.

"I can already tell you're close to snapping, Parker. If you haven't already," he stated, as if it were a fact they both agreed on. "Have you been seeing things lately?" A chuckle. "Oh, of course you have. I saw you talking to yourself on that tape. 'It's not real,' eh?"

Peter's face tilted in surprise, and Crossbones added, "You might not have been able to talk kid, but I can lip read. I saw the whole thing before you went ballistic. Tell me though, I'm curious, who did you see? People always see something different. Sometimes it's a monster or a personification of their greatest fear. Sometimes it's someone they knew, a family member or friend, or someone they lost; a ghost from the past; and sometimes it was something as simple as a dog. So, who was it for you."

Peter's face dropped toward the floor, and the million thoughts warring his eyes paid homage to battle in his head. Almost without realizing it, he whispered in a slow, worried hush, "I-I don't know...I...I don't know..."

Crossbones stopped behind Peter, arms hanging low by his sides like two guns holding their fire. He scrutinized his prisoner of war, silent and stoic, letting the boy writhe in suspense. Then, without warning, the guns cocked and he lunged forward, slamming Peter down with a heavy grip on the neck while maneuvering his body so he was holding the boys' legs down with his own. He leaned in close and hissed sharply, "Listen here you little punk!"

Like flicking a switch, Peter was gone. His eyes rounded with panic and lost focus, and his shaggy
breathes fogged against the linoleum floor, soaking in the large range of shifting emotions molding his face: anger, hurt, grief, pain, and hysteria. His eyes flicked up at Crossbones as if he was seeing an entirely different being.

His lungs trembled as he whispered crazily under a blanket of breath, "S'not real. Not real. C-can't be, it's - it's too long ago. It already happened. It's over. Ben is back. It's okay. He's good. I'm okay. I-I'm....nothing to....no thing...can't...I can't," The grey of his skin paled.

Crossbones stilled, his reaction hidden behind the mask aside from the smallest tilt of his head. Instead of questioning it though, he decided to press the advantage. "Where is Nick Fury, punk?"

A pained grimace clawed, but Peter didn't answer. He was somewhere else, far from the White Room, far from the warehouse, and far from Crossbones. His eyes shone with new tears, not for Crossbones, but for something else. When Peter finally did manage to speak, it was a hoarse whisper so soft it was almost a breath.

"I..." he wheezed. "I...I..." His eyes clamped shut. Then, he shattered and it all came rushing out. "I DON'T KNOW!" He screamed. "I DON'T. KNOW! I NEVER KNEW! FURY DIDN'T TELL ANYONE! LEAVE ME ALONE! GO AWAY! CROSSBONES! SCARLET! GET OFF! GET. OFF!"

Crossbones froze.

Peter continued to writhe and squirm, cursing and screaming as the tears went on falling. It took a minute, then Crossbones pushed himself back up roughly, though the sockets of his mask never strayed. When Peter had settled and could look up again, his gaze met Crossbones and every muscle coiled. Slowly, his head fell and shook one last time, like a convicted man sentenced to death.

Crossbones took in a big, deep breath, chest expanding and filling out his body, making him look frighteningly bigger than Peter.

"You. Know. Nothing." He repeated slowly, low and dangerous, and ran a hand over his covered head. "This whole DAMN time you knew NOTHING!??" His hand moved fast, and thick fingers curled around the hilt of a gun that was aimed at Peter's head within seconds. "You little bastard!"

Peter stared down the barrel, body too tight to breathe. The finger pressured the trigger and squeezed down.

BANG!

BANG!

A scream burst from Peter as the bullets tore through his leg, ripping through muscle and tissue with ease, before exiting through his calve. Instantly, blood was seeping through the white fibers of his suit, soaking into the cloth where it didn’t puddle on the floor. Crossbones ignored the agony of the boy as he paced, arms jerking at his side as if withholding from firing again. For a moment it got the better of him, and he aimed the gun at Peter's head. It hovered that way for a few seconds, before falling and he went back to pacing.

After a mental debate, Crossbones growled and grabbed Peter by the jumpsuit, deaf to the cry of pain he earned, and hit the butt of his gun into Peter's temple, knocking him out instantly.

"MORBIUS!" Crossbones roared, dropping Peter and storming across the floor as the room corner opened to let him out. Morbius was already there, bat face pinched in irritation as he strode in.

"Did you really have to shoot him?" he asked, trying not to sound too exasperated. "It'll take days
for that wound to heal. I planned on putting him in--"

"No!" Crossbones interrupted, shoving past Morbius aggressively and almost sending the scientist tumbling. "This is over. This whole damn operation is done."

Morbius stared at Crossbones back, and for once looked caught off guard. "Over?" he repeated. "Done? Crossbones, there is still so much we can get from him. Who cares if he doesn't know where Fury is, we can still--"

"Who cares!?" Crossbones roared, reeling back at Morbius. "Fury is holding the one person who can change our odds in ANY battle, and you don't care because we have some smartass kid who can produce slime? No, this is over Morbius, your project ends now. I want Peter Parker disposed of. I already have those damn heroes riding up my ass, and if he can't give me what I want, then he is no longer valuable to this organization. I want him dead by tonight." He paused, then drew his gun again. "In fact, I'll just end it myself."

Crossbones started forward, but before he got two steps closer to Peter, Morbius lunged at him, roughly slamming into his body and knocked the gun away. Crossbones stumbled a few steps, then whirled around to the scientist. Morbius, realizing his mistake, took a careful step back and slowly held his hands up, as if to convey some sort of apology.

"Don't kill him yet," he said cautiously. "At least let me finish him off by dissection so I can at least learn how his body adjusted to his power. I want to try and replicate them, for Hydra's use."

Crossbones scowled at Morbius - no, glared. Morbius shifted, eyes glancing at the fallen weapon wearily. Then, Crossbones straightened, and silently retrieved his gun. Only then, did he answer.

"Fine," he said. "But I want it done tonight." He crossed his arms, daring the scientist to argue, and for a minute, Morbius looked ready to comply. Then, his scowl softened and he smiled tightly.

"If those are your orders," Morbius said simply. "Then I'll see to it myself. He'll be gone by tomorrow Crossbones."

"He better," Crossbones growled and slammed the gun back in its holster. But as he strode past Morbius to leave, he gripped the scientist's shoulder and looked him in the eye, "And don't you ever attack me like that again."

Morbius's gaze dropped as he muttered a quiet "Yes Sir." Then Crossbones was gone, and Morbius' compliance melted into a heated scowl.

He turned to the bleeding body on the floor and spat, "Thanks a lot, Parker," then turned to the small band of guards waiting outside. "Take him to my lab to get bandaged up." He ordered with an irritated wave toward his subject. "I've got a dissection to plan for."

Morbius clasped his hands behind his back and left the room.

---

**File: Subject "Alpha" S**

**Date: 10/9/2017**

Peter was in a sterilized experimentation room, staring up at the ceiling from where he was strapped to the table. He still wore his jumpsuit, only it was now soiled with the mangled, bloody fabric of the
left pant-leg that had been ripped open to get to the wound. Beneath the stained cloth, the shot had been cleaned and wrapped. Around him, Hydra scientists, doctors, and agents were fast at work calibrating machines and preparing the room, remaining stubbornly mindless to the panicking teenager in their masses.

Peter's chest was heaving and his face had taken on an unhealthy tinge of green. His body was small compared to the table, making him look less like the hero Hydra had captured, and more like the frightened child he resembled. The collar was back over his throat, rendering him to plead for help with his eyes everytime a face crossed his vision, but when no one offered any, his head fell back against the table. He strained futilely at the straps, but they didn't budge either. Giving up with a grunt, Peter sagged with the bonds holding him down and closed his eyes as if that was the only option left.

For several minutes he lay there, consumed inside his head. There was no point in fighting anymore. This was the end, and all he could do was accept it.

But then, suddenly, something changed. Something snapped. It was like a filter had been removed from his face, leaving the raw and bare picture beneath. Anger, like nothing Peter's ever felt, bled through every pore. His heaving chest was no longer tight with panic, but suffocating under his rage. Every muscle coiled, his jaw clenched, and when he opened his eyes, something dark stared through. In a crazed, toneless shout, he strained against the straps with his back arching off the table. The assistant fiddling with a contraption nearby jumped, and with a surprised yelp, he tripped over his feet to get to the table, flinging his arms over Peter's stomach to push him down.

"HELP!" he shouted, even as the rest of his cohort dropped their tasks and sprinted to the table. Hands fell on Peter from all directions, grabbing his arms and falling over his legs, trying to force him back down. The straps holding back his limbs began to stretch with each twist and pull off his wrist and legs, and even with the crowd working against him, Peter could feel he was close to breaking free.

However, over the grunts and shouting, two words rose over the clamor, "Sedate him!" and the assistant pulled from the group to grab a syringe and hastily filled it with a sedative.

"Hold him still," he said, poised with his weapon. In one last heaving effort, several of the larger agents threw their weight over Peter's legs and arms, giving the assistant a window to thrust the needle into Peter's neck. No sooner did the sedative leave the needle, did its effects begin. Power slowly drained from his limbs, and the jerking began to lose its righteous vigor, making him sag against the table. For a minute, the crowd stood there catching their breath. Then the assistant cleared his throat and smoothed his lab coat, enacting the same from his colleagues, before they all hastily dispersed to shakily get back to their original jobs. But before they could reorientate themselves, the doors to the room exploded open and Morbius stormed in, bat wings stretched and flaring.

"What. Happened?" He demanded.

Peter's head lolled over to look at Morbius. While his body was sapped, his eyes were still livid with emotion, the dull hue going hard, dark, and clouded. He was no longer just sneering, but snarling, and baring his teeth. If none of them knew any better, they'd say an entirely different being was staring through his eyes.

Morbius strode across the room, glaring at the lab assistant next to Peter.

"What happened?" he repeated, more harshly. The lab assistant flinched, but despite his body shaking, he did his best to straighten up.
"I was handling the surgical headlights when he started moving. The subject was trying to get out, he was going crazy, and," the man gulped, "we were forced to sedate him early."

Morbius glanced at Peter and, for the first time, noticed the opalescent hatred residing in the boy's eyes. His wings shifted against his back, and a quee look crossed his face as he caught on to the intense change in his subjects demeanor. He ignored the assistant and look down at him.

"Do you have anything to say for yourself, Par-" Peter jumped up, and Morbius jerked back when the boy's head almost hit him, then stumbled further when Peter bared his teeth. The teen's movements were slower, thanks to the drug, but he wasn't supposed to be able to move at all. Morbius brushed off his coat and grit his teeth, irritated for showing weakness in front of his agents.

"Get him sedated," he growled, turning to loom over the assistant. "Apparently you didn't even do that right." Behind him, Peter was struggling against the straps again.

For a second, Peter's dark eyes flitted over to a corner of the table and something sparked. Tensing his thigh, he crushed his uninjured leg into the table corner, the one with the squeaking wheel, and the metal bent like aluminum. A squeak screamed from the table leg, followed by a crack, then he was tipping. Using the momentum of his fall, Peter pulled on the straps and was rewarded when his right hand popped free, and with it, he tore the rest of the straps off and was rolling across the ground and scuttling up the wall before anyone had the chance to move. Chaos exploded like a bomb. Doctors fled the room, shouting for the guards outside, tipping a few machines in their haste for escape. Morbius ignored the cowardice of his team and stared up at Peter in dry irritation.

"Honestly, Parker," he snapped, stepping forward. "You're just prolonging it. How about neither of us try to get on Crossbones bad side, today." But Morbius jumped back with Peter reply, and blinked. "Did you... did you just hiss at me?"

Peter hissed again, the air shrill and hollow as it passed through his baring teeth.

"That's it," Morbius unfurled his wings and with two powerful flaps, he lifted himself in the air. Keeping the wing beats wide and strong, he maneuvered around so he was looking down at Peter, making him crouch closer to the wall. "Don't make things harder than it has to be, Parker. I will not hesitate to just drain the life source out of you."

Peter shifted, dancing on his heels and palms. Finger pointed in warning, Morbius drew closer, but as soon as he was within proximity, Peter kicked off the wall and tackled him midair. Morbius screamed as they crashed back into the ground, when a clean snap emanated from his back.

"My-wing," he gasped, face contorting in pain. There was no pity in Peter, however, as he crouched over Morbius, compacting his fingers into a fist.

Morbius turned on him with a wicked frown, "That's it." He hollowed his cheeks and pursed his lips, eyes flashing as he sensed the flowing energy through Peter's body, and sucked in, drawing out wisps of blue. Peter grunted, arms falling as they lost their fire, and Morbius bristled with triumph. But, with muscles straining, Peter raised his fists again and crashed them into Morbius's arm.

"My-my wing," he gasped, face contorting in pain. There was no pity in Peter, however, as he crouched over Morbius, compacting his fingers into a fist.

Morbius turned on him with a wicked frown, "That's it." He hollowed his cheeks and pursed his lips, eyes flashing as he sensed the flowing energy through Peter's body, and sucked in, drawing out wisps of blue. Peter grunted, arms falling as they lost their fire, and Morbius bristled with triumph. But, with muscles straining, Peter raised his fists again and crashed them into Morbius's arm.

"Teeth still bared, Peter hit him again on the same arm, and this time the bone snapped completely. Going for another hit, he aimed a strike for Morbius's chest this time, but before it could connect, a shout ruptured into the room and Peter rolled to the side as a bullet flew centimeters from his face. Guards filed into the room, guns cocking with a whine. Peter backed up and hissed at them too. A few guards shared a quick glance, before shrugging and moving closer, spreading out from all sides
"What are you idiots waiting for?" Morbius growled, holding his arm as he weakly pulled himself into a sitting position. "Shoot HIM!"

They complied.

But Peter was no easy target. He jumped up along the wall, lagged by his reopened leg wound and the sedatives running their course, as bullets nipped at his heels. He flipped off the wall and landed wobbly within the middle of the coterie, inspiring the guards to turn their guns inward and shoot. The bullet's missed him by centimeters, some even hitting an ally on the opposite side. Several guards fell, leaving Peter to take out the rest. With quick punches and kicks, he had the rest of them on the floor within seconds and was zipping out the room before the last body hit the ground.

Morbius stumbled to his feet, injured wing dragging awkwardly behind him as he cradled his disfigured arm. He limped over to the case embedded in the wall and pressed the button inside. Instantly, red lights bathed every room and hall in the warehouse and sirens thronged throughout.

"Spider-Man has escaped," he said into the speaker. "I repeat. Spider-Man has escaped. The subject is dangerous, all agents on alert, detain him NOW." With that, Morbius stumbled over the fallen guards, snatched a gun and followed Peter out into the hall.

File: Subject "Alpha" S

Date: 10/9/2017

Octavius jolted, dropping the small cup in his tentacle as the room blinked and irradiant red lights bathed the lab. Shriil alarms pitched off the walls, screaming of a breach, and Morbius's voice came crackling over the intercom to verify its warning, "Spider-Man has escaped. I repeat, Spider-Man has escaped. The subject is dangerous, all agents on alert, detain him NOW!"

Octavius snorted and picked up the cup. "Morbius you neanderthal," he grinned, setting it on the counter. "It was only a matter of time before Spider-Man kicked himself into gear, and now that you’re finally distracted," he tugged on the chains of his imprisonment, testing for the solidity, "I can finally get out of here."

Taking as many steps back as his restraints would allow, he jerked at the chains harder, grunting with the exertion, but that quickly morphed into a smile as they began to swell outward.

Outside, several blasts punctured the walls and Octavius cast an anxious glance over his shoulder. Those walls were thick, so it'd have to be heavy artillery to get a resonation out of them. Fidgeting anxiously, Otto wrapped the chains several times around his tentacle arms and jerked back with all his might, all while keeping a watchful eye on the door, waiting for the moment that Morbius would bust into the room. Morbius has, without a doubt, been waiting for a chance to use his energy-draining power on him, and Otto wasn’t going to wait around till he decided to just get it over with. However, he was only minutes into his attempted escape before a resonating thud hit the lab door, and he instantly whirled around with his long, serpentine arms rising to his sides, fingers clicking and pinching for a fight. Another thud hit the door, shadowed by a shrill, metallic scrape.

That was when Octavius noticed it. In their containers, the symbiotes were livid with action. The thick slime of their tentacles scraped along the glass wall and fat globs rammed bluntly into the
sides, rattling the glass. All three jumped, snapped, and clawed at the barrier between them and the outside.

Across the room, the door dented outward and the symbiotes aggression grew. Otto glanced quickly between both activities, and it fell into place. The symbiotes must've sensed the escape of the original host, and judging by their sudden assertive behavior, Octavius could only guess who it was behind the door.

Maybe their connection to the original host wasn't as one-sided as he thought.

A drop of curiosity sated Otto's desire of escape, and he cautiously stepped back, letting the shadows engulf him. Mere seconds after, a hand penetrated the door and quickly tore a hole wide enough to slip through. Peter landed in a heap on the ground, and for a minute, he lay there winded. But as outside sounds began to follow him through, he staggered to his feet and limped himself a distance from the door.

He was a lot scrawnier than Otto remembered, bony even. His skin was pasty, eyes sunken, and hair stringy; the collar Otto designed hugged the boy's throat tightly, rubbing the skin there into an angry rash. One pant-leg was stained with dried black patches, while a brighter red had begun to seep beyond those, and when Peter's face turned it was a mixture of nervous panic, teeth gritting anger and wide-eyed fear. He kept his eyes on the door as he limped backward and Otto became neutrally aware that the boy hadn't noticed him yet. Even when Peter's confidence grew, and his eyes scanned the room for anything to aid him, his frantic gaze skimmed past Otto, unbeknownst.

Doing a 180, Peter twisted around and his eyes landed on the containers. For a second, he stared at them. Then the dawning horror of what they were lit his face and he jerked away, finding purchase on the steel support of a table. The symbiotes lashed in dismay when their desired-host withdrew, and the scraping on the glass intensified. Peter glanced quickly at the door, and the muscles of his legs tensed, making him look ready to give the outside another chance. Right then, the lab door scraped opened, but because of the metal jutting from the hole, it only opened halfway, which was, unfortunately, just enough for Morbius and his agents to squeeze through.

Morbius held one arm close to his stomach while the other poised a gun. With a mangled wing dragging behind him, the only indication that Morbius noticed his injury was the occasional wince as he walked. The man's gait itself was jerky and agitated, while his red eyes bubbled with magma.

"Parker," he snapped.

Peter must've decided the symbiotes were a better choice and backed toward them, but Morbius followed him step for step.

"You know," Morbius said, breathing heavy, "You probably weren't going to last very long through the dissection, but now that you've done this, I think I'm going to have to come up with a better way to get rid of you. A more painful way."

Peter looked green, but shook his head. He looked so small and frail, it was a wonder that he had gotten this far.

"No?" Morbius scoffed, voice tilting up in an exasperated hysteria. "Oh, Crossbones was right. You're nothing but a liability now." He nodded toward the guards. "Take him."

They moved in, and Peter backed away with his hands shooting up as if to keep them at bay. Panic seized him and he looked around desperately, this time eyes landing on Octavius. Their gazes locked, one of pity and one of fear, and Peter's body sagged, as if seeing Octavius was the final
straw; as though Otto had taken the last thing Peter needed to survive. His hands slowly settled back down at his sides with a frown of morbid defeat.

Morbius cocked his head to the side and paused the agents with a curt wave of his hand. "Giving up?" he inquired.

Peter paid him no mind by staring at his hands, a look of depressed resignation befalling his face. His head sagged under the weight of his thoughts, and his shoulders curled inward. For a second, his head lifted, just a little, as if wanting to say something, before it dropped when he decided it wasn't worth it. His looked more than broken, he looked crushed. The last glimmer of hope dissolved from his countenance and the hollow husk was enforced with a lining of cold steel. With metals walls shielding his thoughts, Peter's face tipped upward to meet Morbius's eyes.

Morbius shifted,"Parker...." he warned, weary of the look the boy's was giving him.

Peter walked a few steps back, causing every gun to cock and find a target on his body. He stopped between the Venom and Carnage containers, as the lead hardened his iris's too. Then he mouthed three distinct words. "Come get me." and slammed his elbow the container holding Carnage, shattering the glass in one hit. Carnage jumped up and eagerly latching onto his wrist, as Peter's other fist broke the Venom container. Both the symbiotes crawled up his arms, making the eager climb up his body.

Peter made sure to keep Morbius's gaze, glaring just as the symbiotes washed over his face as if to say: You made me do this. This is on you.

Venom and Carnage collided and exploded in a frenzy of coiled, serpentine strings that lashed out to attack the opposing symbiote. The symbiotes fought for space over the host while trying to push the other off, morphing a simple domination into a battling sea of blood and decay, one that neither symbiote could gain the upper hand on. Two white eyes rolled over the mask while a slit appeared over his face, growing wider and wider to reveal a wide maw of teeth and a long, curling tongue. Red and black dripped from Peter's body like variants of blood. Blood that would squirm and twist once hitting the ground, then latch back onto the closest part of his body. The frustration of the battle hit all three of its participants, and they reared their heads back to roar. Only, the roar never came. The body went back down, jowls salivating with the need to express rage, but beneath the curling mesh of symbiotes, the collar was still tightly secured to Peter's neck.

Body heaving, limbs shaking, the new creature turned and loomed over the group, and the threat of mutilation snapped the agents from their daze.

"FIRE!" one said, and the rest eagerly complied. Bullets peppered the skin of the creature, but however liquidiy it looked, as soon as the bullet got close the symbiotes' skin hardened and the bullets bounced off harmlessly.

With another silent screech, the Peter/Venom/Carnage mess attacked. The long black fingers of his right hand sharpened with talons, while the red of his left hand formed the edge of an ax. Strands grew from its back, whipping and piercing through bodies while the talons and ax slashed throats and faces. The screams of its victims fell short as the creature hit deadly blow after deadly blow, grin widening with each deadweight fall of a body. Free of the destruction, Morbius stared in awe as a smile grew on his face, one of pride, just before the creature turned its sights on him.

A particular look of hate creased its face, and it tackled Morbius, causing the man to scream when he landed on his broken wing, then again when the creature shoved a tendril through his stomach. The creature's grin widened when the tendril twisted, a hum of glee bubbling from its chest at the pain it caused. To the side, the remaining agents continued the fruitless attempt at shooting,
snapping the creature from its sadistic pleasures. It jolted back up, hissing at the agents, and threw Morbius into a far wall to go after it's new prey. It only took a few minutes, then all was quiet in the lab.

The creature stood among the bloodied masses of its anger, looking over the destruction, self-pleased, and cried a silent victorious roar. Halfway through, though, the creature cut off and doubled over. All of the sudden, its hands were flying over its body, grabbing fist fulls of the symbiotes, digging the talons deep into the black and red masses, and began pulling. Desperation became its sole motivator as It tore at its arms, its torso, its legs. The fingers dug into Its own face, taking a fist of symbiote in each hand, and shook as it ripped itself off. The symbiotes stretched like hot rubber, long strands snapping under the strength of its host, and when it finally managed to tear the symbiotes from its head, Peters struggling face appeared.

He collapsed on his knees, sweat saturating his brow. His eyes landed on a fallen body nearby, and he scrambled back, arms and legs tripping over one another in his haste. Whipping his head back and forth at the dead, his jaw fell open in horror, but before he could have a chance to dry-heave into the floor, the symbiotes were livid again and crawling back up his neck. Pain washed over Peter's face and his hands clamped over his head, squeezing dangerously as a voiceless scream ruptured. His hands shook as he tried to pull more of the symbiotes off, but the symbiotes were ready this time and they pushed back just as hard. Face wet with tears, Peter's desperation landed on the Anti-Venom container. The steel in his eyes gleamed and with a desperate push, he launched himself toward the container, and as soon as it shattered under his weight, Anti-Venom was on him. White smoke curled off Carnage and Venom within the first contact, and they writhed, backing away from the virus. The white symbiote followed, molding itself to Peter's body with each inch given up.

Peter breathed deep with relief and his shoulders sagged, knowing that It would all be over soon. Anti-Venom would burn the other two away, just like it did before.

Only, just a few seconds passed, and Peter froze. Then convulsed. Venom and Carnage weren't running away, they were pushing back, finding allegiance together as they twisted and came at Anti-Venom from both sides. The two hit Anti-Venom hard, and this time it was the white symbiotes turn to panic. Desperately, Anti-Venom inundated Peter's body, trying to spread itself as far over his limbs as possible, which inspired the same from Venom and Carnage as they raced for dominion. Beneath, Peter was curled over himself, body writhing, and unable to do anything except shake and flail. The three symbiotes continued their war, and Peter could do nothing but fruitlessly push back - Harry was right, the symbiotes were too strong. It was a four-way fight for dominance over his body, and he was losing.

Finally, it all became too much and Peter found himself pulled back under. Two white shifting eyes appeared and the swirling, bubbling, shifting mass of his body staggered to its feet. It took a few steps and stumbled across the floor, tottering in a bunglesome manner that managed to get halfway through the room before collapsing again. Frustration shook the struggling symbiotes, and several strands whipped out to pulverized a set of tables nearby, and from his corner, Octavius stumbled back. The little movement instantly caught the creature's attention, and its head whipped up, making Octavius pale. It definitely saw him, and even worse, it recognized him. The creatures coiled, jaws salivating.

An agreement crossed the symbiotes and their momentary clash was put aside so they could launch themselves at Dr. Octopus, and due to his restrictions, the scientist barely had the time to utter a cry before the symbiotes were on him. Talons slashed over open skin and the ax at anything that moved. Otto tried defending himself by swinging his tentacles as far as they could go, but each one was deflected with empowering ease. Finally, the creature grabbed him by the front and with a powerful thrust, smashed Otto back into the wall. Otto was held in place with the taloned hand, claws digging
deep into the metal, as the ax rose over his head. But just before the creature could deliver the final blow, shouting from the hall aroused its attention.

It started stoically at Otto when a pained whimper fell past the man's lip, head tilting in pseudo-innocence, before dropping him and hissing at the noise. Instead of going out through the door though, it jumped toward the back wall, ax-swinging in a large arc that sliced deep into the metal. The wall trembled as a whole was cut through its thick material, and when it was finally big enough, the creature scuttled through it and, just like that, it was gone. Seconds later, gunshots fired, followed by the hellish screams as the creature found its next prey.

Octavius slumped to the ground, gasping for air and trying to ease the panic of his heart. Shakily, he closed his eyes, and despite the flight instinct telling him to get out of there, silently mapped out his injuries. It was a good thing he reinforced the metal-casing around his body, the ax sliced through most of it, but had only grazed the skin beneath. Due to his paralysis from the neck down, Otto couldn't feel the blood but knew he hadn't escaped unharmed.

Weakly, he tried lifting himself back up, and that's when he noticed that one of his tentacles had been freed from the chain. He didn't have time to marvel over that though and urged the free, serpentine arm to tear off the remaining chains, and when that was done, they slowly lifted him up.

Outside, the warehouse was loud with the sounds of battle. Octavius's eyed the broken door constantly, as his tentacles made quick work of grabbing some of the medical supplies Morbius stored in the cupboards. Speaking of which, Octavius found Morbius's body on the floor, which was still bleeding from the stomach wound he'd received. Even more surprising, though, was that Morbius was awake and looking at him.

Otto kept his gaze, and with a small, pained smile, he took the rest of the gauzes, disinfectant, and painkillers and flung them across the room, as far away from Morbius as he could get them.

"That'll do," he wheezed and broke eye contact. With an idle glance at the hole in the wall, Octavius went toward the lab door. He tore the hole open wide, just enough that he could squeeze through with little trouble, then was gone as well.

The lab was a mess of guards, guts, and glass. Deep gashes settled into the metal walls, dark under the red lights. The alarms were still blaring, but it seemed almost quiet. Out in the warehouse, the creatures fight echoed in terrible song, the gruesome mantra reverberating through the halls, becoming the only warning anyone got before it attacked. Morbius lay on the ground, chest heaving, with his unhurt arm slung over the bleeding wound in his stomach. His lidded eyes stared at the door where Otto escaped, then shifted weakly to the hole the creature had created, and a smile, weak and pained, lifted the corners of his mouth.

"M-my creation," he whispered in awe.

A giant crash resounded deep within the warehouse, followed by a high-keening shriek.

The shriek of a bird.

"Both of my creations," he murmured, grin growing, even as his eyes rolled up in the back of his head, and it remained there even through unconsciousness.
Chapter End Notes

I told you the next update would be quicker.

The first picture is too small and the second is too large XD
Her hands fell in her lap. The video was over, but Peter’s face still haunted the screen. He lay frozen, trapped, inside the laptop, huddled on the cot with a momentary ease that blended too perfectly with his faith, but the blotchy bruises were like mistakes on a canvas and stood out boldly with their obvious truth.

May couldn’t quite wrap her head around it. Her brain replayed the time he woke up and tried to sit normally, only to end with him writhing in pain, then it restarted over and over and over again. Those monsters put her boy in a straitjacket. They beat him. Hurt him. The grimace on his face had been the only tribute to his injuries beneath the white jacket, but she was just as certain they were there as Peter’s faith in being rescued.

Slowly, May leaned back and tilted her head, staring at the ceiling as she sucked in a deep breath, but the barrier blocking her throat made it hard for any air to truly reach her lungs. She managed to keep her face clear for just a few seconds before her chin began quivering and her brows crushed her eyes, and that was when the tears finally broke. Her hands went up to cover her misery, causing the laptop to slide off her legs and hit the ground.

How could they do that to him? He was just a boy. Just her little boy.

How was she supposed to protect him from that? What could she possibly do to help?

The poison of uselessness consumed her earlier determination, and all that remained was the shriveled and sickly remnants of what could’ve been hope. This was just one of the videos, the earliest in date, in fact. There was no telling how worse it got from there.

"Ben," May sobbed miserably, "I can’t do this anymore..." If Ben survived, none of this would be happening. Peter loved him like a father and there was hardly anything that they didn't tell each other. Maybe then, Peter wouldn't have kept his superhero life a secret for so long. Ben had always been good with Peter, he had known all the right things to say. Both he and May had been new to the parenting gig, but Ben’s ability to adapt so quickly was what got them through the first few years. May promised herself during his funeral that she would do everything in her power to protect Peter, and just a few measly years later and look at what their family had become.

The door slid open, but May didn’t care enough to see who it was. The bed dipped underweight and remained there patient and waiting. It took her several minutes to find the gall to look up, but Dr. Connors wasn’t even looking at her, instead, he was staring blankly at the wall with his hands limp in his lap. His eyes were red and wet, and his shoulders sagged under an unseen weight of exhaustion. May slowly sat up, wiping her nose on the sleeve of her jacket, before wrapping them around herself with a determination to be unswayable.

It took a moment before Connors’ spoke, but his voice was so soft and strained that May had to lean forward to pick up his words.

"You saw the videos?"

May sniffed again, but straightened her back and squared her shoulders. She wiped a few stray tears strongly and met his gaze. "Yes," she said. "One. But don't you dare say-"
"It's horrible." Connors whispered, words falling past his lips as soft as ash,"The things they did to him." May found the rest of her defense falling down her throat, and it was then that she noticed the way his hand shook, and how his shoulder sagged with more than just physical exhaustion. His eyes couldn't stay pinned to one place, and the slow, hard actions of his Adam's apple when he swallowed resembled trying to swallow a brick.

"I...I never expected they'd ever actually get him." Connors admitted, " Peter...he was always so quick on his feet, and smart - really smart. No one has ever managed to pin him down for long, not even Director Fury." His fingers twisted a knot into his white lab coat. "I don't even know how Hydra did it. I mean, what did Otto do? What was so different this time?" His words trembled and he looked down, running a hard hand over his face.

"I..." May didn't know what to say. She had expected to be reprimanded, not sympathized with. She looked for falsehoods in his words or a trick in his demeanor, but every shake and gulp was authentic. So, she slumped beside him, finding a small ease in knowing she wasn’t alone in her grieving.

"I only saw one," she told him. "He -....the one with him in that white cell. He was hur-hurt, and there was a straitjacket, and...and he was..." May felt the words stick to the walls of her throat and wrung her fingers aggressively when she couldn't go on. Connors wrapped his arm around her shoulder and she did the same to him. They didn't need to speak to understand the other's grief.

Peter was Aunt May's son, and in a way, he had become something of a son for Connors too. Or, a prodigy at least. It was hard not to love the kid. Sure he could be irritating and goofy, especially when you first meet him, but after that, once you've realized just how bright, smart, and loyal he was, it was hard not to become his friend. Connor's had been impressed with Spider-Man when they first met, but it was Peter Parker who earned his respect and admiration. No matter how many times Connor's had become the Lizard, it was Peter who never doubted that he would make it out. It was Peter who drew Curt out of the scaley depths of his villainous alter ego and aspired him to fight against its control.

Which made it all the more terrible that it was partly Connor's fault that Peter had been taken. Suddenly sickened, Connor's removed his arm from May’s shoulder, worried that he'd infect her with his own guilt, but it only caused May to look up with a question in her eyes.

"I…” Connor ran his hand through his hair. He couldn’t keep this from her, not from Aunt May. She should at least know the culprit to her nephew’s kidnapping. He wanted to tell her slow and apologetic, but it all came out in a rush as soon as he opened his mouth, “It’s my fault he was taken, - I know, I’m sorry. I so sorry Aunt May. I didn’t realize, I - I thought they were just going out for a day-off, but I should’ve left things alone - I’m sorry. I’m sorry. I'm so sorry," As soon as the last word left his tongue, the words lifted through the air and settled on his shoulders. The weight on his heart was alleviated, it was heavier. Connor’s closed his eyes with a strained sigh and said, slower, "The day Peter was taken he wanted to stay at the Triskelion to finish the paperwork. But, I thought - I just thought that he was overworking himself so I asked the Web Warriors to take him out for a break, and...." his head fell on his chest and shook woefully, "If I just let him stay...if I didn't push him so much then maybe..."

May grabbed his hand before he could go on, and Connors glanced at the fingers clasped over his own, then shakily met May's eyes.

"It wasn't your fault," she told him, and her voice wrapped around his guilt with the same strength of her fingers. "I know it might feel like it, but it's not."

Connors trembled and tried to pull his hands away, but May didn't let him. After a fruitless attempt,
he squeezed them back in retaliation, unsure if he meant to hurt her or take comfort in her sudden confidence.

"But how can it not be?" He demanded, and his desperation for an answer - the need for her to prove him wrong - saturated the space between them. "If I had just let him stay, none of this would've happened. He wouldn't have been at Coney Island, Otto wouldn't have gotten him. He wouldn't be - be hurt. It IS my fault. How could you know what that feels like?"

May closed her eyes and tried not to reach up and strangle him. "I know you might think I know nothing of tragedy or stress," she said carefully, "and maybe compared to you, I don't, but I DO know how you feel, Curt. The day that Ben died, I was the one who heard a noise in the kitchen. Since I thought it was Peter, Ben went in to check and...well..." May stared at her lap, trying to pick the woven strands of her shame from her pants. "You know the rest; and for months after, all I could do was blame myself for what happened. All I could think about was if I hadn't said anything, then Ben wouldn't have gone in there, and maybe he'd -" She cleared her throat and stared at her carpet, "So, I know. I get it. And I can't promise that your feelings will leave right away. They'll stay and you'll feel horrible and guilty and worried, but I want you to know, as Peter's aunt and Guardian, that it was not your fault. If it was, then it'd be the same as saying I was the one who shot Ben. You didn't give Peter over to Dr. Octopus or Hydra. You had his best interests at heart, and Dr. Octopus exploited that and took my boy. It wasn't you, Connors."

Connors sifted through her argument with his eyebrows pinched in disbelief. Still, he said, "Maybe..." if just to ease her.

May could've argued and tried to convince him, but she knew it would be pointless. Nothing she said would soothe this man's guilt right now, especially when it was so fresh. So, instead, she wrapped her arms around his shoulder again, and let him lean his head against her's. They shared their grief silently. It was hollow and painful, but it was all they needed.

The last video rolled by but the Avengers couldn't bring themselves to move. As the last-second played and the screen froze on the flickering picture of a bloodied Hydra lab, Tony clamped his hands tightly on his chin and slowly leaned forward, using his elbows as support on the table. He stared deep into the metal as if sifting through its molecular structure to find his voice again.

Disgust, like nothing he’s ever felt before slopped in his stomach. Disgust and fury, and pity and sorrow - a terrible mixture that tightened the bowels of his stomach. Tony’s seen a great deal of gore and crude acts throughout his life, and even now he wanted to throw his stomach up all over Hydra. That corporation held no shame. There were lines that shouldn’t be crossed, areas that were taped off; there were places that people weren’t supposed to go for the sake of humanity - and Hydra had erased nearly all of them. Human experimentation, child human experimentation, inhumane torture. Not only had they forced Spider-Man - Peter Parker - into a box, but they had mocked him for it. Peter may have been a hero for years now, and as sad as it was, he was no stranger to horrendous acts, but he was still a kid. A kid. Did that mean nothing to Hydra?

No, of course it didn’t. How could it? This was the corporation in line with the Nazi’s for goodness sake, why would they care about the people they hurt? Who would they be to take heart for the cries and screams of a child? No, they took strength in it. They relished in the pain they caused and it made Tony sick.

He muttered a curse into the table, ran a trembling hand through his hair, and then proceeded to push himself from his chair, fling it across the floor, and pace with the tenacity of a convicted man
escaping his own death.

"What kind of sick, demented, sadistic sons of a -" with a furious yell he kicked the chair next to him, which found its new home on the floor.

Steve sucked in a deep breath, not even flinching when the chair clattered close to him. "I - I know Tony..." he leaned into his hands and covered his face. "I know."

Across the table, Natasha twirled one of her knives on the tip of her index finger. Her eyes followed the smooth twist of the dagger hilt, thinking of a time with ballet slippers, soft music, and a red room. She recalled the screams that harmonized with violins, and the splatters of pain that blended in with the walls, she saw it as sharp as the edge of her blade. The dagger fell back into her palm. The Red Room taught her to feel nothing, but behind the cool structure of her countenance hell was rising in her eyes, and Natasha was okay with it.

"We need to find him," she said, sliding the knife into its holster.

"Yeah we do," Tony yelled, shrill and out of breath, "We need...we need clues, or - or something to tell us where he went, or escapes. There has to be some sort of exit, or underground tunnel that he....that he could've..." he wrung his hands, clenching and unclenching them as if around an imaginary neck. "Did - Did you see what they...what he became..." Tony looked up, trying to find an emotional checker in the ceiling, before his face bared unsuccessfully and he slammed his fist into the table and went back to staring acidic holes into the metal.

"He must've escaped through one of Hydra's exits," Natasha continued, as if unaware of Tony’s interruption. "The warehouse is near a neighborhood, so we need surveillance within a 100 - mile radius, we can NOT let those citizens get hurt. In fact, we need to keep this as close to the chest as possible. If anything gets out, the media will have a field day with it, the Bugle in particular."

Tony looked up from where he was hunched over the table, "The media?" he growled. "Is that what you're so concerned about? The media? Not about the boy who's trapped inside that - that slimy, mind-controlling monster? Or - or the fact that he has been tortured and experimented on nearly nonstop for two weeks? OR that he went through hell? This is a lo-

Natasha lurched to her feet, the gauntlets on her wrist already illuminating with an electrical charge. "Don't you DARE talk to me about hell, Tony!" she snapped, "I know exactly what you mean. Spider-Man went through something horrible, and what those sick bastards did to him isn’t right - in fact, I can't even call it inhumane. The things they did to him. What he felt he needed to do just to be safe - it's awful. It is. Which is WHY we need to keep this low. That boy in there," she pointed to the screen. "killed almost a hundred people. A hundred, Tony. He's only what? Sixteen? Seventeen? Do you know what kind of impact that will have on him? Spider-Man loathes killing; it's not even an option for him. So how do you think he will react to finding out from some media news story that he killed over 70 people in one night. They were Hydra, yes, but that won't matter to him. He took their life and he will feel that, and it will break him, and do you honestly think I want that?"

Tony looked down at the table, fists clenched, but silent. Natasha stood bristled for just a few seconds more, than inhaled quietly. She couldn't blame Tony for acting up though. It was an expected reaction. It made sense. She couldn't be too harsh on him for having emotions - he was angry, just like the rest of them, only he happened to be more expressive about it than they were.

"I'm worried about him too," she said, calm again. "But I won't let others get hurt because of him, for their sake and his. Imagine how he would feel to wake up and realize that he didn't just kill those agents, but families and kids. That would kill him, Tony." Natasha moved around the table, coming up beside him. Tony sighed and his shoulders fell, just slightly, and she knew her words were getting
"We were too late saving him from Hydra," Natasha continued, "so let's make it up to him now."

Tony kept his head down but nodded curtly. Natasha hesitated, then softly placed a hand on his arm and squeezed. Comforting people wasn’t in her skillset, so it was the best she could do without making the situation worse.

“I'll make the preparations for surveillance on the neighborhood myself. We’ll find him as soon as he pops up on our radars." With that, Natasha strode out of the room with a gait as strong and confident as her word.

The remaining members were silent in her absence, until Clint picked up his bow, ran a hand over the sleek material of its arc, and said, "She's right, you know."

"Yeah, I know, Barton," Tony said, curling in slightly. "I know. I just..."

"Hey, no, I get it. This isn't easy," Clint set his bow on the table and picked up his quiver. "We always knew Hydra was bad, but doing this to a kid?” he shook his head as he grabbed an arrow and tapped its point. "I didn't think they'd take it that far. But, they did, and now it's up to us to do something about it." He got to his feet and slapped his bow over his shoulder, looking like an angry, 20th century Robin Hood. "I'll admit it, Spider-Man is a great kid. He's really annoying and has a bit of a mouth on him, but he didn't deserve that. NO kid deserves that, which is why we need to step up. Nat was right, we failed him the first time. When he was counting on us, we weren't there, so let's not mess it up again." Grabbing the quiver and swinging it over his other shoulder, Clint followed after Natasha.

Sam peaked over his arms to watch the archer go, then reburied when the door closed. "Tony," he whispered, drawing the man's attention. "How-old is Spider-Man, exactly?"

Creases appeared on Tony’s forehead, dark under his grievance, and he collapsed back in his chair, rubbing a hand slowly over his head. "Eighteen" he answered. "He turned eighteen on the tenth."

A sharp inhale came from beneath the arms. "Why would they do that?" Sam inquired as if Tony had told him the world no longer spun on its axis. "How can there be actual people like that out there?"

Steve gave a passing glance at Sam, but his eyes reflected his agreement. However, Steve was sad to admit that he wasn’t even surprised. After fighting Hydra so many times, he was depressed to realize that he was getting used to their gruesome ways. Experimenting on kids, it was ghastly and horrible, and yet it was hardly anything unexpected.

This is what Hydra did, he supposed. It took the human out of the most sentiment of beings and squandered it into something as thin and docile as dust. He wished with every ounce of his being that he had succeeded in crushing Hydra back in the war, but the corporation truly lived up to its namesake. No matter how many heads Steve cut, two more grew in its place. It was a repetitive cycle that he was becoming fed up with.

"I don't know what goes on through Hydra's head to do something like...," Steve’s grim silence was enough. Even so, he sat up in his seat, back straight, like a soldier. "But it's our responsibility to put an end to it now."

In the back, Hulk shifted against the wall. It was unnerving how still he had been throughout the videoes. He had kept his eyes fixated on the screen with his only movement being the steady rising
and falling of his chest, but now that the videos were over, it was distinctly clear just how much they had impacted him. Hulk was a giant, rage-filled, titan - yes - but if someone could earn his trust and loyalty, then he would crush the very moon for them. The special thing about Spider-Man was that it hadn’t been Bruce Banner he befriended, it had been Hulk, and it was that fragile connection that Hulk treasured. Now that the connection was threatened, however, it took every bit of self-restraint he could manage to keep from rampaging Brooklyn for one of the few people who tolerated him.

Blank-faced, Hulk pushed off the wall and thumped across the floor, leaving foot-sized dents in his wake. Steve knew it was bad when Hulk reverted back to his limited dialect.

"Hulk go Vista Verde," he growled. "Be back. Get Bug-Man soon." They let him go, none daring to get in the way of an 8'ft rageful giant. To be honest, they were surprised Hulk was handling his anger so well, considering how close he was to Spider-Man. They’d expect the destruction of the room, at the very, very least, but, aside from the footprints in the floor, everything was undamaged. Well, until, minutes later when his furious roar echoed like a thunderclap outside the triskelion, and the building jolted as he jumped off.

Sam stared at the indents of Hulk’s footprints, pained, as if Hulk had personally stepped on his face. He didn’t need to know Spider-Man to understand how serious this was. It wasn’t just because Spider-Man was a kid though, there was more to it than that. That “kid” had been a major part of SHIELD, according to the staff - he helped maintain the building, oversaw most of the activities that involved the students, and assisted Dr. Connors in running the place in the absence of Director Fury. Hydra had been looking for something, and they thought that something was with Spider-Man. But what was it? What was so important that Hydra would take it this far? Sam looked over at Steve, kneading his fingers anxiously.

"So," he said. "What are we going to do now?"

Steve glanced at Sam, then straightened up as his hand found the edge of his shield, which had been leaning against the table. "We're going to find Spider-Man, is what," he said, "I've fought Hydra before, so I've seen the effect they have on people. We need to find Spider-Man soon and fast. Who knows what's going through his head while those symbiotes have him."

"Speaking of symbiotes," Tony muttered, lifting his head, officially roused from his headspace. One look in his eyes and it was clear that his earlier anger had hardened into a determined rage, one that Steve’s seen most in battle; the one that villains have learned to dread. "I'm gonna need to do some research on those things. Figure out a weakness, or some way to get him out of it. I remember Spider-Man saying something about electricity and vibrations, so I'll see what I can cook up." He was on his feet before either two could agree, and shouted, "JARVIS, call my armor. We're heading back to the tower."

"Yes, Sir."

Halfway out the door though, Tony stopped to look back at Sam and Steve. "Anyone want to join?"

"I'll help," Sam offered, getting out of his chair. "I don't know Spidey very well, but it's the least I can do."

Tony smiled, eyes shining with gratitude, then turned to Steve, "And what about you, Cap?"

"I think I'm going to stay here," Steve said, standing as well. "Someone's got to talk to those kids about what happened in the warehouse."

Tony winced, obvious in his pity regarding Steve’s decision. "Good luck," he said, "Those kids sure
are tenacious, they've been piggybacking on my servers this whole time."

Steve almost dropped his shield when he whirled around, jaw-dropping. "What? You mean they've been watching the videoes this whole time?" He eyebrows cut down, lips dipping. "Why didn't you say anything?"

"Would it have mattered?" Tony asked, clicking a button on the wall, and instantly the screen coming off the table disappeared. "That Amadeus kid is pretty smart, He already downloaded them into the Iron Spider software by the time I noticed. Besides, what you guys said was right, they do deserve to know. But," he emphasized, meeting Steve’s eyes, “after watching those videos, I think they're going to need a seasoned soldier to talk to."

Steve looked down at the table, arms crossed with a sigh, but nodded. They were going to need more than a seasoned soldier, he thought, they were going to need a therapist.

Steve needed a therapist. "I'll get right on it."

Before Tony and Sam were gone though, Steve added, “But we do need to talk later. I was already sure of it before, but after watching the videos, I’m positive Hydra was looking for something, and it has to do with why Nick Fury is gone.”

Tony’s lips pursed, “Hmm, well, after you’re done chaperoning the kids, try asking around and see if you can find out anything. I think you’re onto something,” and with that, he left.

Steve took a few more minutes of staring at the spot the screen had disappeared from, trying his best to conjure the right words to say to the kids. They all had a personal stake in this. If it had been one of Steve’s teammates in those videoes, there’d be nothing getting in his way in saving them. He had a feeling it was the same for the students.

He really hoped they were alright.

A group of teenagers sitting around the blank screen, and not one of them could breathe a word.

Sometime during the videos, Scarlet had moved well away from the group and was now staring listlessly at the ground, as if searching for the answers of his very existence in the linoleum. The screams of Peter and Hydra agents rang in his ear, like an over-conceited echo that was bent on shoving every failure and mistake he made back in his face. No matter how much he tried to draw himself back up to look at the picture as a whole, all he could think about was how Peter had panicked and screamed his name. Peter Parker, in a mindless state of pain and agony, had personally called him out, and it wasn’t for help - oh, no - it was because he had mistaken Crossbones for Scarlet. It had to be some form of PTSD, or an effect of Peter’s mental state, but all Scarlet was sure of was that Spider-Man - Peter Parker - was afraid of him, and it was that same fear that got him outed on his falsehoods on Fury.

Scarlet tried to remain unforthcoming to his emotions by repeating the lessons taught to him about disregarding his personal feelings, but any sort of numbing technique Octavius had instructed him in weren't working. Scarlet could feel every thick, suffocating emotion that crept up through his throat to the battle warring in his head. Even below the neck, he could feel the thick sludge of guilt and self-hate clogging his lungs.

He had been so stupid to think he could actually be a good guy when he’s Hydra through and through. Any bit of good in him had fled since he was taken from the streets and brainwashed to do
the bidding of a madman. He had lost all his chances of retribution and morality with the first secret report on Spider-Man. He had been fooling himself this whole time.

Spider-Man was wrong - Scarlet wasn't a hero.

And they all knew it too.

Everyone in the group was like a statue on the verge of cracking. The Medusa hiding within the electrical moldings of Cho’s screen had paralyzed them all, and Scarlet could only guess what was going on through their heads. The effects were wearing off, however, and the stone casing around Agent Venom was the quickest to break. Venom rose from his solid casting and slowly turned around, his limbs being too leech to perform anything within the area of “a flash”. The shadows of the room made him look darker and far more imposing than he’d ever been before. Scarlet turned, just slightly so he didn’t meet Venom’s eyes, but he could feel the sharp gaze driving deeper into his back.

"..you..." Agent Venom tried to say, but his voice choked and refused to come out of its stupor. "You - he..." his fingers curled around the side of the bunk he had been sitting on, digging deep trenches into the metal. "You - you did this," he finally managed to get out in a strangled and hoarse whisper.

Scarlet couldn't say anything to deny it. Instead, he shrunk back, feeling the guilt of his own subconscious tear at the remains of the boy inside. Agent Venom's words became parasites that settled on his skin and tunneled through his flesh, then got to work devouring him from the inside out.

"You did this," Venom repeated, with more grit.

"I'm-" Scarlet took a step back, shoulders curling inward. A part of him, an angry part, wanted to get back at Flash, but the heavy and low morality he felt was more than enough to keep him truckled.

"...I'm sorry..." he whispered weakly, but the palliation he was going for fell limp like a broken leaf.

"YOU DID THIS!" Venom roared and surged forward. Scarlet ducked his head but didn't move. He deserved what was coming next.

He hoped Agent Venom took his time.

Only, someone stepped in the way. A bright, blinding wall of light appeared in front of Agent Venom, who was so surprised he stumbled back and nearly fell over on the bunk. The wall disappeared and Agent Venom was back up, rubbing his eyes to get rid of the lingering white spots, then glaring at his interrupter.

Dagger was squared in front of Scarlet with two long light daggers poised in each hand, each tip leveled with Agent Venom's chest. Her eyes were narrowed with warning.

She said one word. "Don't."

Agent Venom stepped forward, the broadness of his shoulders making him loom. "You're protecting him?" he demanded. "You're protecting the traitor?"

"That's in the past," Dagger said, gripping the daggers more tightly. "Scarlet's changing. He's trying to be better."

"Better?" Venom repeated, voice calloused with a scoff of disbelief. "Did you not just see what I saw? Huh? Cause I just saw Spider-Man, the one who trusted Scarlet the most, scream his name in
fear!” Dagger looked down, as if just remembering too. But Flash knew she remembered. It wasn’t something they could forget within the timespace of a few minutes - or ever.

“How can we forget what Scarlet did to us?” he continued, bitingly, “What he did to him? He outed Spider-Man to Otto, almost literally stabbed him in the back, so who says he won’t do the same to the rest of us, huh?”

"Flash!" Dagger snapped, harder this time. "He's CHANGING. You weren't down there in the sewers with us when he found that lab. He's trying to find Spider-Man just as much as we are, maybe even more than you," Venom drew back as if Dagger had just stabbed him in the chest. “Scarlet Spider is still a part of this team, now start treating him like it.”

It was silent between them, then very slowly, almost as if time dropped, Agent Venom's fist hardened and the whites of his eyes cut down, coming to the point of a furious glare. "I can't do that," he told her, low and dark. "Not yet, maybe ever. And you know what, you weren't there, Dagger, when Scarlet snuck into Aunt May's house. You didn't see the way he lied to her, right to her face, right to our faces. He's been lying this WHOLE TIME, and you think I'm just going to forgive him because he decided to have a change of heart?"

Dagger bristled, “Spider-Man did,” she bit back. “He was hit the worst and he forgave him, so why can’t you?”

Venom laughed, a bitter sound of melancholy disbelief, “Spider-Man - he’s a person all his own. He forgives people even when he shouldn’t,” he looked down at his own hands, “when they didn’t even deserve it. But I’m not Spider-Man, I can’t forget all the pain he caused us. I'm not ready to forgive that." He turned his back to Dagger and stormed to the exit, continuing over his shoulder,"And judging by the way Spider-Man acted," his voice faltered in grievance, "I'm guessing he wasn't either."

Dagger lowered the lights in her hand as Venom left the room. When he was gone, she turned to Scarlet and the daggers evaporated through her fingers. "Hey, you alright?"

Scarlet had backed up even more, with his arms wrapped tighter around himself. "I -" he shook his head. No - no, he’s right - I’m not - you can’t -"

Dagger stepped forward and Scarlet quickly jerked away, making her pause. He really was hurting, she realized. Hurt in a way that he couldn't fix on his own. "Don't listen to him, Scarlet.” she said as firm and self-assuring as she could manage, “I know you're sorry about what happened, and I know Spider-Man forgave you. Really forgave you."

From the group, Nova looked up and muttered bitterly, "But did he?"

Cloak glanced down at Nova, lips pursing. "What do you mean?" he asked.

"I mean," Nova drawled, “did Spidey REALLY forgive Scarlet? Yeah, he tried, but we all know he's never been the same after." He folded his arms with his lips turned down, deep in thought. "He's...he's been more skeptical and nervous and jittery. I mean, has no one else noticed how often he looks over his shoulder?"

Powerman scowled, "Looking over his shoulder? Well, yeah, it's not like he has a bunch of villains riding up his back for revenge every other week. Spidey's first fight with Goblin alone had him staying up all night. His fights left him with quirks, like the rest of us, but we can't go and blame Scarlet for all of them for making one mistake."
"One mistake?" Squirrel Girl said, and the usually jovial pitch of her voice was replaced with something hard. "That wasn't just one mistake, Powerman!" she spat, "We lived here. We all welcomed Scarlet, and he betrayed us all." She looked down, and it took Powerman a moment to notice the quivering of her chin. When her voice came back, it was choked, "Eleven of my squirrels drowned that night. We ALL almost died that night, and I'm - we're just supposed to - to forgive that because he decided not to go through with it?" she shook her head fiercely. "No. No! I can't. I won't." She turned and followed in Agent Venom example with the rest of squirrels scampering at her heels.

Nova watched her leave, before turning back to Dagger and Powerman with a new fierceness. “She has a point,” he bit, “The attack may have been centered around Spidey, but it affected us all. Besides, Spidey's quirks are different this time. It's not just staying up at night because of night terrors - which, he was still doing, by the way - but he's edgy. I was walking behind him before-” he faltered, just slightly. "before all this happened, and he freaked. He attacked me without even realizing it. He...he looked scared..."

Powerman's face lost its hardness. "When did that happen?"

"Sometime after the attack," Nova said. "I told you guys I was going to try and cheer him up, so I was gonna ask if maybe he wanted to do something, like gather the team for a movie. I didn't think I was being quiet, but when I touched his shoulder he turned around and had me pinned in seconds. And it wasn't in a way that was startled, no - he was terrified. I could feel him shaking, Luke. Maybe Spidey was trying to forgive Scarlet, but we all know he wasn't ready to completely trust him. He didn't even let Scarlet in a room without someone there to watch him!"

Scarlet glanced back up at that. "What?... What are you talking about?"

Nova turned to him coldly, "Meaning, whenever Spidey had to leave the room, he'd signal one of us to keep watch over you. Did you honestly expect us, him, to just leave you alone like that."

The atmosphere increased on Scarlet and his shoulders fell, hands dangling at his sides. "No," he answered. "I didn't."

Nova gestured erratically and moved in front of Scarlet. "See! You even admit it."

White Tiger pulled Nova back, but he wrenched his arm away and stomped a distance between them. Tiger glowered after him, but said, "We're getting off track. Maybe Spider-Man is afraid of Scarlet, maybe Scarlet's trying to be better, but that's not what we need to be focusing on."

"Then what should we be focusing on?" Nova demanded.

"The fact that Peter is out there somewhere, controlled by a symbiote and out of his right mind," Ava growled and everybody in the room became statues again, as if just saying it was enough to cast the mortar back over their bodies. "Scarlet, Otto, us, none of that matters when he is out there hurt, afraid, and a threat. We can figure out Scarlet and what he did when we get Peter back, but until then we have to trust each other."

Nova shook his head stubbornly, "I trust you, Tiger," he said. "I trust Iron Fist, and Powerman, and Dagger, and Triton, and the whole team - even Agent Venom. But," he jabbed a finger at Scarlet. "I can't trust him. Now yet. Not right now. I can work with all of you, I'll do it without complaining if it means getting Spidey back, but I will NOT trust him." He looked her in the eyes, resolute in his standing, then called upon the Nova Force and flew out of the room.

It was silent in his absence for a good 5 minutes, then Iron Spider got up to follow.
"Amadeus, not you too," Miles said.

Iron Spider stopped with a sigh. "I've been through a lot since becoming a hero, and I've learned a lot too," he told them, "and if there is one thing Spider-Man taught me, it was to have trust and faith in my team over numbers and computers. I did trust Scarlet, he was a factor full of-of emotions and irregularities, but I trusted him. Then there was the betrayal and emotions and," he turned, voice strained. "Emotions hurt, okay. They hurt a lot more than - than I anticipated, and they can break even the toughest people. Spider-Man," his voice cracked. "Spider-Man got hurt. I...I got hurt, and I don't want to feel that again. Numbers haven't failed me before, and my calculations say its too early to start trusting Scarlet again...I'm sorry Miles...."

Miles didn't stop him from leaving. As soon as the door shut, Dagger turned to look at their remaining numbers. "Anyone else?"

It was quiet, then Kazar and Zabu got up. "Sorry," he said, to White Tiger, Miles, Dagger, Cloak, and Iron Fist. "But if we are to survive together in this jungle, then we cannot stab one another in the back. How can we be a pack, when one of us has tasted the blood of our brother. Come along Zabu." Zabu turned his bright, intelligent eyes to Scarlet, then at KaZar. The big cat paused, then stalked forward and sat at White Tiger's feet.

"Zabu?" KaZar stared at him, hurt. The big cat blinked at him, then growled softly in his chest and settled more firmly by Tiger. KaZar straightened, trying not to let it show how much that hurt. "Very well, brother. You're mind and heart is your own." Zabu whined when KaZar left but stayed where he was, and Tiger gave him a comforting caress on the head.

Dagger turned to Triton, "And what are your thoughts?"

Triton glanced at the door, then at Scarlet. "My thoughts," he said softly, "is that we all make mistakes. Trust is a fragile thing; the Inhumans know that more than anything. My uncle himself, Maximus, has betrayed our family more times than I can count, but I know that if he were to ever try and make a change, the Royal Family would be there for him if it was clear his intentions were honest."

"And my intentions," Scarlet asked. "What do you think of them?"

Tilting his head in thought, Triton hummed. "I think you are trying, Scarlet. I think you're trying to win back our trust and become a part of this team again, and I think you'll do everything in your power to bring Spidder-Man back. But do know, I understand their scrutiny," he nodded toward the door where the other teens had left, "I've felt it when I first joined the Academy. Sure Spider-Man had been wary of him at first too, but they had learned to trust one another despite that. Watching Spider-Man undergo that pain was like watching a family member get hurt. But Triton shook his head and stepped over the block in his throat. "You just need to tread carefully. They have been hurt, so they'll be watching. Even we," he gestured to their remaining members. "will be watching. So, show us that our trust isn't falsely put."

Scarlet's shoulders sagged, but this time it for relief. "Thank you."

"But," Triton added, "you must tread carefully. I don't blame them for being wary of you and your intentions, besides, these are most trying times. We're all on the brink of collapsing, especially after what we saw happened to Spidder-Man," he too looked down, swallowing hard in morbid silence for the first person to accept him. Sure Spider-Man had been wary of him at first too, but they had learned to trust one another despite that. Watching Spider-Man undergo that pain was like watching a family member get hurt. But Triton shook his head and stepped over the block in his throat. "You just need to tread carefully. They have been hurt, so they'll be watching. Even we," he gestured to their remaining members. "will be watching. So, show us that our trust isn't falsely put."

Scarlet had his arms over his chest and was staring at the floor again. His fingers clenched and unclenched nervously before he came to a decision and his shoulders straightened, and he met their
"Your trust won't be falsely put, I promise. We're going to find Spider-Man and bring him back home, and then I'll work on gaining their trust back."

Triton smiled. "Sounds like a plan."

Norman managed to stay in his seat for 5 minutes before it was too much and he shot up, and began pacing along the perimeter of the office.

"No, no, no, no, no," he raked a hand through his hair, over his face, and across his eyes. "No, no, no, NO!" he shouted, and grabbed the back of his chair and flung it across the room. When that didn’t satisfy his aggressive desire, he kicked the side of his desk and swept his hands over the top which sent papers free-falling across the floor.

How could everything be so messed up? How could Hydra be so messed up? It was bringing back horrible memories that he didn’t want to delve in.

Everywhere he looked, Norman saw Peters face, livid with fear and pain, and somewhere deep in his body, in the space where the Goblin used to reside, Norman knew that monster was laughing. It was what the Goblin had wanted, after all. Spider-Man, weak and broken; pushed beyond his physical and mental limits. Everything the Goblin dreamed of was coming true.

"Peter, I..." Norman swallowed, but his saliva dried in his throat. He thought they would've got there in time. How often did Spider-Man pull his last-minute rescues? How many times has he broken the glass just in the nick of time to save the Osborns? This had been Norman's chance to repay Spider-Man for all those times; this had been his chance of retribution to Peter and Harry, and he failed them both.

Peter Parker wasn't safe because Norman couldn't get there in time. If he had gotten that footage sooner, then things would be different, but because of Norman's doubts Peter Parker was in as much torment as before and stuck in a body made up of monsters. The hole in Norman's chest was growing out by the minute, yawning wider and wider till he was becoming nothing but a black hole. Everything that came close was sucked in and destroyed because he was too dangerous to be around. Norman folded his arms over his chest as if to keep himself from spilling out on the floor.

He felt as though he just lost a....a son.

Norman straightened, terrified by the thought. Did he really think of Peter as a son? A part of him wanted to deny it because HARRY was his son and the only one he needed. Peter...Peter was a family friend. Just a family friend. He was Harry's best friend and a bright mind Norman planned on bringing into Oscorp one day, and yet, another part of him wasn't so convinced. Watching Peter get swallowed by those symbiotes, seeing the panic and terror in his face, it was like watching Harry being taken all over again. It was painful enough watching Harry become Venom and Anti-Venom, but at least Spider-Man had been there to get him out of it.

So who was supposed to save Spider-Man?

"I'm...I'm sorry Peter," Norman choked. "I tried. I did...but...but I wasn't fast enough..."

The Goblin settled a hand on Norman’s shoulder, reared back his head, and laughed.
Whirr.

Whirr.

Click.

Click.

Harry stumbled out of the armor, flinging away pieces that didn't retract fast enough, and even then, he kicked them away just to ensure his safety. When he was free from the Patrioteer, he walked back, putting as much distance between him and the metal suit.

"Peter," he sobbed, "Peter, Oh my g -...Peter...." All he could do was repeat the name, chant it in his head and hope that its owner would apparate in front of him, safe and sound. Harry felt as if every nightmare he's ever had was coming to life; the terrors that kept him up at night had been made real. Venom was back, and Anti-Venom, even Carnage, and worse yet, they had Peter.

His best friend was trapped in that body, his best friend was hurt, scared, and at the mercy of - not just one - but THREE symbiotes. It was...it was...

Harry clutched his head and his chest began aching from the speedy breathes his lungs couldn't retain. He couldn't swallow past the clamped muscles of his throat, which only snared his sob and made him choke.

"Not Peter," he cried, bungling toward the bed on weak legs. "Please, not you too." He tittered sideways, barely keeping himself upright with the bedpost. "Please, no." Peter didn't deserve that. "No." He was supposed to be okay. "No!" They were supposed to save him. "NO!" So why wasn't he saved?!

With a furious scream, Harry punched the wall next to him, putting all his strength into it. When the wall didn’t dent or mark under his anger, instead only earning a raw sting in his knuckles, the anger swarmed over him, prickling over skin like heated needles, and he punched it again and again and again, barely aware that the screams he was hearing were his own.

"NOT PETER! THEY CAN'T TAKE HIM FROM ME TOO! THEY CAN'T TAKE HIM!!"

Almost instantly, his door burst open and the few guards stationed outside rushed in, guns cocked and aiming for a threat. Instead, they found Harry’s tear-stricken face as he fell against the wall, glaring at them.

"Mr. Osborn, is everything alright?" One asked, still wearily holding her gun as she scanned the perimeter cautiously.

Harry turned on them, vision blurring with tears. "Get out!" he screamed. "Get out!"

The guards paused, shifting uneasily. "But, Mr. Osborn -"

"I said GET OUT!!" he lurched forward, shoving them toward the door. Unsure of the circumstance, the guards hesitantly allowed themselves to be manhandled out of the room before Harry slammed the door. Face flushed, he snapped the locks on the door shut, then stared at them with heavy, heaving breaths, finally feeling his rage-rush begin to ebb. He continued staring until...

With a sob, he collapsed against the door, slid down, and buried his face in his hands.
This wasn't supposed to happen. His dad said they would find him, Norman promised that they'd get Peter back. *But where was he?* Trapped and forced under the will of three symbiotes who were going to do who-knows-what.

Harry's felt the power of Venom, he's felt the vigor of Anti-Venom, and seen the violence of Carnage. How was Peter supposed to fight that? How were they supposed to save him before the symbiotes got to him first? All they did was corrupt, and infect, and they were going to *kill* Peter from the inside out, just as they did to Harry. How could Peter be Spider-Man when he was as broken as his best friend.

Harry whispered his best friend's name on weak lips, feeling the last of his raw outburst pop and seep through the soles of his feet. Now, everything just felt hollow...and cold. It was the familiar, empty shell of lost, and it was becoming a part of him bit by bit. He yearned for the younger days when it had just been him, Peter and MJ at lunch, talking about grades and movies, when his biggest concern was failing Biology. But look how far they've strayed from the path of normal. Harry had liked that path, it didn't hurt so much.

The doorknob rattled above and Norman's strained and worried voice seeped through the door. "Harry? What's going? Are you okay? Harry? Open this door? You hear me, open this door right *now*?"

Harry stayed where he was, blinking past the lingering tears. He listened to his dad's heavy-worn worry for a minute longer, before sniffing and heaving himself to his feet, numbly unlocking the door. As soon as the last lock clicked, the floor was swinging open and Harry felt his dad's arms around him.

"Harry - Harry what happened? What's the matter? Why did you - wha - why are you crying?"

Instead of meeting his dad's eyes, Harry stared at the lush carpet, only vaguely aware of the stinging pain in his knuckles, where the skin was torn and bleeding from his vengeance on the wall.

"Harry," Norman’s voice softened, “please talk to me." he tried to look into his son’s eyes but was rejected when Harry turned away. Perplexed, Norman glanced around the room, instantly spotting the open armor, where, inside, the last video was over, stuck on the gruesome image of death. He noticed the miniscule scrapes on the wall, and the pieces fell into place

"Did you...did you see the videos?"

Click. Harry burst again. The sob sounded broken even to his own ears. Instantly, Norman's arms were around him again, and Harry sagged into them, burying his face into the silk jacket with a choked whine. He clung to it as if his life source was woven into the very strands of the cloth. He didn't say anything, nor did he need to. Norman understood and whispered words that Harry didn't hear as fingers ran a soothing pattern through his hair. Past the heart-pounding pain in his chest, Harry caught just a few snippets.

"I know, I know-

" - Peter was -"

" - be okay -"

"We're going to fix this -"

Eventually, Harry's sobbing died down until he was an exhausted sack of limbs. Norman helped him to the bed, watching sadly as Harry pulled away and curled into the blanket.
"Harry," Norman tried, slowly sitting on the edge of the bed. "If there's anything I can-"

"Find Peter," Harry said, staring at the wall. "That's all we can do."

Norman paused, then nodded and got up. "I'll do everything I can, son, I promise."

Yeah, just like the last time, Harry thought bitterly. The door closed behind him, but he waited until Norman's conversation with the guards was over, before he turned over in his sheet and reaching toward his nightstand. His phone lit up and he instantly found his contacts, and after a few seconds of scrolling, he pressed it to his ear.

He sniffed as it rung, but felt a cool tingle of relief when someone picked up.

"Harry? What's up?"

"MJ, I need you to head over here, right now."

"What? Why? What's going on Har- wait...are you...are crying?"

"MJ, please. It's about Peter."

He shut the screen of his laptop and sagged down into the plush cushion with a heavy sigh, kneading his forehead forlornly. The warmth of the fire in the hearth was enough to keep his body warm, but inside it was beginning to freeze just as much as the piling snow outside.

The door to his room opened silently and she stepped in. He wasn't surprised, she's probably been waiting for him to finish watching the videos. But she didn't approach, and instead leaned casually against the wall. He knew what she was waiting for.

"It was the symbiotes." he sighed. "The symbiotes won."

She grimaced as if he had just socked her in the gut. "I never wanted that,"

"I know," he said. "I know. But I guess the numbers weren't pulling in our favor."

"There was a 56% chance he would've been found and a 44% that the symbiotes would win. Sometimes the least likely odds do pull through."

"Yeah," he chuckled wryly, which was a sign of just how unhappy he was. "Spider-Man has always been an unlikely odd. What's new?"

She didn't answer his question, but tilted her head to the side inquiringly. "So, what's the plan then, Director?"

Nick Fury rubbed his chin, staring off into the woven tapestries in his room, shifting on the mat he was sitting on. He turned up to stare at her glossy red goggles, and said, "I think you know what I'm going to say?"

She stared back with equal intensity. "Humor me. The numbers haven't been in our favor lately, remember."

Fury picked up the gun next to him, checked the clip inside, and cocked it. "It's time we headed back to SHIELD. I need to get Peter Parker back."
Madam Web grinned, "There was a 96.7% chance that you were going to say that."

Chapter End Notes

Hey guys, so this chapter did come out a bit later - but at least it’s out, so I think we’re good. First things first, this is dedicated to @Sukaretto_, Happy (late) Birthday!!!

Second, I was thinking about commissioning my work. As some of you may know, I draw a lot, and write, and money has been getting tight lately so I might just start doing commissions to ease financial troubles. I’m still working out the details, but if anyone has any questions or advice on commision, just PM or visit my tumblr: ultimatespidermanfeels

Also, there is a small piece of original work I have been working on that I’m going to post soon, so if you want to see some of the original ideas in this head, look out for that.

Anyway, hope you guys liked - emotional pain and team divisions are always fun to write - I’ll be continuing some work on the other, neglected stories I have, so look out for some of those updates too.

Peace out Chilladas!
Peter isn't sure what was happening.

He couldn't see right - everything was dark. Sometimes it was black, but sometimes it was red, and sometimes it was white, but no matter what it was, it felt dark. Everything was pulsing around him too. The colors bleed together in a mushy mess that he couldn't quite understand that fell thoughtlessly through his fingers when he tried to make sense of it.

He couldn't hear right. Noises were muffled, and at other times sharp. Earlier, he wasn't sure how much time passed, he heard explosions, rapids bursts of sounds, and - and screaming? But he couldn't be sure. It was like someone had duct-taped cotton to his ears, after having stuffed his brain full of it. Only lisps got to him, pre-filtered and strange.

He couldn't think right. His memory was an extremely unreliable black hole that got darker and darker the longer he peered down it. There were some things he did remember, like being in a lab. He could also remember guards surrounding him, and Michael Morbius with a gun, promising an unpleasant death. He remembered feeling angry and hurt, and pained, and the smidgeon of a very bad idea.

He didn't feel right. Something was wrong. Something was very, very wrong, and he believed that something had to do with the bad idea.

There were voices everywhere. They rang in the chamber around him, echoing harshly off one another, and hissing and spitting. One of them was growling, another promised to purge an infection, and the other was laughing, and laughing, and laughing...and laughing...and laughing...

What was going on? He wondered, feeling his mind coming back up. What had happened?

He paused, breathe hitching. What did he do?

The voices stopped, and he felt them turn inward. A beat of silence, then they were all around him,
prowling through his subconscious like a three shadowed beast. Peter tried to follow their progress but was stuck. Honest to goodness stuck. His feet were no longer of his control and his arms denied every order he sent. A cold finger of dragged down his spine and his sudden vulnerably felt like prickly itches sprouting over his skin, frustrating, terrifying, and unable to be scratched.

"Hosssst. Hosssst. Hossssst."

"Hossssst. Hossssst. Hossssst."

"Hossssst. Hossssst. Hossssst."

His heart spiked. Those voices were horribly familiar, and he thought back to the idea. The very, very bad idea.

He hadn't actually done it...had he? It was ludicrous. It was insane. It was dangerous. A plan that had sprung out of nowhere. But he couldn't deny the looming shadows that held him down by pin-points, the feeling of anger, adrenaline, and aggression. It felt wrong. His body, his mind, and his thoughts were out of place, disturbed from their rightful settings. Yet, somewhere within the bubbling magma of these other three minds, it felt so...so right. Like a piece of him that was missing had finally been returned. But it was a sharp and twisted sensation, and he wasn't sure if the feeling was even his.


The three symbiotes preened with his realization, then snapped at one another like irritated dogs. As if the other had gotten to close to its bowl of kibble. Peter tried to move away, feeling like the meaty bone thrown to three starved carnivores, but his body stayed put.

Why couldn't he move? What did they do to him? He tried to wrench his arm out of its place, and felt the symbiotes shudder, and their hold on him tightened. A pit of anger fell in Peter's stomach, and he forced his feet to move, even if it was just an inch. His jaw clenched, teeth gritting, every muscle straining, and was rewarded by his foot scooting a centimeter.

The symbiotes reeled on him.

"No! No, hossssst!"

"Ssssstay!"

"Don't move! Hosssst will ssststay ssstssstill."

Peter opened his mouth to snap back, but even his words were stripped of him. His throat was cold. Freezing. There was a heavy weight on it as if something was around it. A -

A collar.

The symbiotes hushed him.

"Husssssh hosssst."

"Sssssshhhhhhhhh,"

No. NO! He would not stay still, and he would not keep quiet. They weren't going to keep him this way. He refused to be their pawn. Not this time, and never again. Muscles clenching, he pulled at his arms and legs again, wrenching with all his might. The symbiotes shrieked and pressed down on him, but it only fueled him even more.
He felt their hold on him loosen, for just a second, but as soon as their grip slackened, he doubled over. His ribs tightened, burning hotly against his skin, as every muscle ached and his brain felt rubbed down with sandpaper. The symbiotes were back over him in an instant, and as soon as he was secured again, he felt their presence press on him, and like a healing balm, all the aches and pains vanished. He took a deep, swelling breath to clarify that the pains were gone.

How did they do that? What were they doing? Peter opened his mouth to convey his confusion, but his vocals were still decidedly unresponsive.

"Hosssst musselsst heal."

"Hurt. Hosssst musselsstn't move."

"Hossssst isss fragile."

Peter nodded, whether to himself or the symbiotes he wasn't quite sure, and took their advice. He did feel fragile, like moving an inch would break him into splinters, so there would be no movement from him until he could twitch a finger without it sending him to his knees. The symbiotes agreed with him, which also meant they had a direct connection to his thoughts. So, there goes scheming for an escape.

The three prowlers circled him closer, drawing in as if to get a better look, and Peter tried to quell the rising tide of panic. His spider-sense wasn't telling him he was in danger, in fact, he couldn't feel anything from it at all. His head was empty as if the symbiotes hadn't just taken away the pain, but his 6th sense too. It, honestly, left Peter feeling stripped of something incredibly valuable. His spider-sense was never really gone, it just operated on different pitches. There were always things that could go wrong, potential threats, things that could harm him, from a gun hiding in someone's pocket to a dirty streetlamp crawling with flu germs. Spider-sense was always there, just on a low frequency. It was background noise. Something too low and harmless to alert him, but still there.

But now it's gone, and Peter's head felt incredibly empty. A piece of himself was missing, and that, coupled with his restricted movement, left him too vulnerable. In here, surrounded by the symbiotes, he couldn't detect anything. It was black, red, white in here. Sometimes he felt the press of a presence and he could detect their movement around him, but his head was empty. It was unnerving, belittling, and completely terrifying.

The symbiotes must've picked up on his growing anxiety, cause they jumped closer.

"Why isss hosssst sssscared?"

"Hossst iss sssssafe."

"Hossssst musselsstn't be afraid!"

"Hosssst musselsst calm down."

They're words only made his anxiety grow. He couldn't calm down. There was nothing telling him if he was safe, but there was nothing telling him he was in danger. Because there is nothing at all!

Nothing - no thing...nothing...no - no thing...nothing - nothing...

He was hyperventilating. He couldn't breathe. They were too close. Something was around him. Somethings were around him. They were everywhere, but he couldn't see there. He can't find them. There was nothing, but there is something. No thing. But there was Some Thing.
The *Thing* is back. Back to haunt him, and hurt him, and scare him. He couldn't escape. No *Thing* could exist anywhere.

"**Hossssst musssst calm!**"

It was behind him!

"**Calm Hossssst!**"

No - it was in front of him!

"**Hossssst will hurt himssssself.**"

It was to the side of him.

Black. Red. **White**.

**White**.

**White**.

**White**.

**White**.

**WHITE!**

Hysteria. Peter pulled away from them, as every muscle, nerve, and tendon told him to MOVE. His spidey-sense was gone, but everything told him there was danger. He flailed, flinging out, forcing his limbs out of the lock they were put under. The pain was back, huge and overwhelming, but he moved anyway. Anything to get away from it. White was bad. It hurt. It was lonely and empty. The *thing* was with the white. No. No, he can't go back to it.

NO!

But they were *everywhere*. They were boxing him in and trying to hold him. He was being confined again. Isolated.

"**Sssstop hosssst.**"

"**Hossssst isss sssscared of you. You musssst leave.**"

The white hissed vehemently, in obvious disagreement.

"**Leave! You hurt hosssst! WE will calm hosssst.**"

"**You will be terminated!**"

"**Anti-Venom will SSSSAAAVE hossssst!**"

They symbiotes reared at each other, and suddenly the prowlers were attacking. They whirled around, their presence morphing and striking. They hissed and spit, clawed and bit, and Peter could feel it. The pain was back, he couldn't breathe, everything hurt, and with the symbiotes fighting, somehow it was even more painful. Weakening, even.

He felt brittle and gritty, like any moment he was about to flake away. Stop. They needed to stop! He
tried to tell them, but there wasn't enough air in his lungs, his ribs burned, his head was filled with sand.

Desperately, he clamored away from them. He reached out, past the symbiotes, past the hysteria, and felt his body outside respond. Suddenly, he could see again. It was dark outside, the tang of salt in the air told him that the ocean was nearby, cars were in the distance at his back. But no sooner had he gotten a taste of the outside was he being dragged back under by the symbiotes.

"Hosssst called to usss."

"We help hosssst.

" We ssssssaved hosssst.

They were still fighting, but their attention was focused over him. Peter tried to make sense of their words, feeling itchy anxiety over another building fight. Even more horrifying, was that they were right. All of them, because he had called them. As soon as he escaped from Morbius's dissection lab, he could feel the pull of the symbiotes. They led him through the halls, to the lab. They offered him a chance.

But - but he - it was hard to recall what happened after that. There was so much screaming, loud noises, and red lights everywhere. It was disconcerting and blurry, but something told him it was bad too.

It was bad.

But he was safe.

It was red. There was red light everywhere.

But he was safe.

Was - was it all red light?

But he was safe.

Could it have been bloo-

"Spidey?" the voice was so sudden it even stunned the symbiotes. They all looked outward. This time, Peter spotted houses nearby, and the docks farther away. Water twinkled in the bay, under the light of a slivering moon, and in the distance, he spotted a bridge. High, glittering buildings glowed across the ocean and he realized it was New York. He was close to New York.

"Spidey, are you in there?"

He turned his attention to the newcomer. Vulture stood in front of him, hands out as if to palliate an upcoming attack, voice small and soft. He was reverted back to his regular human form, with dark brown eyes that almost seemed black and a pale face with heavy bags - but no beak or feathers. He wore the same black outfit from the last time Peter saw him, only it was dirty, tattered, and singed in some places.

Relief drugged Peter's systems, and his hysteria fell down a notch. He knew Vulture. In fact, he knew more than that, this was Adrien Toomes. He's done research, endless searching, and he found him. Adrien Toomes. Peter could work with him, they knew each other.
But the symbiotes were far less thrilled. Inside, Peter knew he wasn't moving, but it was like his mind had been moved into a transmundane state. He wasn't moving, but his body was. The symbiotes crouched, his outside limbs responded, but he didn't feel the movement. They hissed at Adrien, long tongue curling outward, tasting the air.

Adrien backed up uneasily but wasn't deterred. "Spidey - Spidey can you hear me? You - those-those things have you, but I know you're still in there," his voice was smooth but monotonous. Like he didn't have the energy to put much life into it. But his hard eyes made up for the lack of emotion.

Yes, Peter wanted to say. Yes, I am still here!

The symbiotes stepped forward and growled, only no sound came out. Their act of dominance sputtered out weakly and they fell back unhappily. Looks like Peter wasn't the only one who couldn't speak.

Adrien took another step, arms out, and feet careful. Peter noticed how he favored his right leg, and, in retrospect, so did the symbiotes.

**Mussssst attack!** Carnage reared. **Enemy isssss weak. Eassssily killed.**

**We mussst leave.** Venom bit back. **Hossssst needssss to heal. No harm musssst come to hosssst.**

**Thisss iss how we keep hosssst sssafe!** Carnage sneered. **We are ssstrong! Enemy iss weak, we can kill enemy firrsssst.**

**You are an infection!** Ant-Venom roared. **You musssst be dessstroyed. Hossst iss not ssssafe with you.**

Carnage and Venom roared back in anger. Peter winced, feeling the uneasy shift among them. He really hoped they weren't going to start fighting again. The white was coming back to him, going from a helpless prick to a spike being slowly drilled into his brain. The panic was coming back, crawling up through his fingertips and toes, so he focused on Adrien in an attempt to keep himself sated.


Adrien stepped closer, which only served to rile the symbiotes more. They were hissing, both at each other and the newcomer.

"Come on Spider-Man, come on. I don't know what Morbius did to you, but -" he licked his lips, eyes suddenly anxious. "But - but he hurt me too. I get it. But you've got to come out now. There is no protection in the mask of terror you wear."

He's just as dark and brooding as Peter remembered! Slightly Iron Fist-y too, and for the first time since becoming aware, he felt like he was going to cry.

**Enemy wantssss hosssst.** Venom said, and Peter could feel the symbiote glaring. **Enemy wantssss to take hosssst from uss."**

**Which is why we musssst kill enemy firrsssst!** Carnage snarled and left Peter imagining gnashing teeth. **Kill him NOW! Hosssst ssstayssss.**

Maybe... Venom prowled through the darkness, as if in thought, while Carnage stayed up front baring teeth at Adrien. A slip of Carnage surrounded Peter and squeezed him tightly. He held his
breath, eyes clamping, before realizing that it didn't feel like a threatening hold, but more of a protective embrace. A tight protective embrace.

Anti-Venom hissed at Carnage and barged the symbiote. As soon as the Wh - bright color hit Carnage, the red receded with a pained growl and lashed out with several pointy tendrils. Adrien bounced away outside as several physical tendrils whipped around on the sidewalk, and broke up the concrete. With a start, Peter realized that, perhaps, the symbiotes fights weren't just reserved for him or their shared subconscious, and he wondered just how much Adrien was seeing.

Venom slipped between the two symbiotes and threw them apart harshly.

SSstop ssscrrarming hossst! It objurgated and, somehow, the other two listened and withdrew to their own personal corners. Venom's attention returned to Adrien. We mussst get rid of enemy.

Kill him! Carnage repeated, and Peter was horrified when Venom grunted low in agreement.

Anti-Venom moved to the front, and Peter looked away. Or at least tried. He was subjected to his own mind, where was there to look? The heavy press of panic held his lungs, but Peter focused his attention back on Adrien and it stayed put. For now.

We need to go, Anti-Venom added, peering at the teen who was slowly walking forward again. Thisss, it paused, enemys, it decided, mussst be destroyed if we are to keep hossst sssafe. For the time being. It bit out the last part if just to let the other two know that it wasn't on board with them.

Venom peered ou, indifferent to Anti-Venom's grossed discomfort. Then it issss decided.

Carnage let out an excited, hysterical laugh, and claws erupted from their hands outside. Peter looked between the looming figures around him and the pale, skinny boy outside. His eyes widened, and he lurched forward just as other three lunged.

"NO!" Pain exploded like invisible shrapnel as soon as he moved, but Peter pushed it to the back of his mind as much as possible. He tussled with the three subconsciousness mingling with his own, fighting for control. Outside, the monster shrieked soundlessly in pain and fell to its knees, holding its head in its hands.

"You won't kill him!" Peter shouted at the symbiotes, uncaring that he nothing he said was heard. "You WON'T kill him!" He looked out at Adrien, who had backed a considerable distance, but was now running forward. "Adrien, get out of here!" he tried shouting, hands slipping into the controls, "Run! Get out of here!"

The boy halted in his steps, noticing the change in the monster, "Spidey?" he called, hesitantly.

"Run, please," Peter begged, already feeling the control being pried from his fingers. "They'll kill you. Please, just go!"

The symbiotes washed over him again, pushing him back. They took control and raced toward Adrien. Peter clawed at them, feebly pushing and shoving, breathing hoarsely with each stab of pain in his chest. But it was enough to give Adrien time. Feathers sprouted from his arms, his skin changed, a beak grew out from his face, and Adrien pushed off into the air. He didn't stop flapping until he found a roof perch a safe distance away, where he continued to peer down solemnly. The symbiotes screeched in irritation, or disappointment in Carnage's case, and they turned on Peter.

Hissing surrounded him, and he was herded back into his spot as they inundated him. Their presence
pushed the pain away, and Peter took a deep inhale. He let his limbs freeze again, feeling a heavy, settling weight of exhaustion on his eyelids.

**Perhapss we ssshouldn't kill enemy-bird,** Venom muttered. **It upssetssss hosssst.**

**We know whatssss good for hosssst,** Carnage snapped back. **Hosssst isss hurt.**

**We musssst keep hosssst ssssafe,** Anti-Venom put in. **Hosssst will fight USSS if we kill enemy-bird.**

**Hosssst doesn't know what he wantssss,** Carnage berated.

**Hosssst is unhhhappy!** Anti-Venom pushed back. **Venom. Carnage. Infectionssss! Infectionssss that musssst be burned away!**

Carnage and Venom hissed and prowled Anti-Venom, and Peter felt the brewing of another fight.

"Please, not now," Peter thought out loud, though it came as a tired hush. "Please. No - no killing." The symbiotes split apart and rounded on him again, oddly quiet. Their anger was still there, riding beneath the surface, but pushed to the side.

**Hosssst isss tired,** Carnage said.

**Hosssst musssst ssssleep,** Venom agreed.

Then he felt them crowding him again, coming from all sides. They fell over his head, his shoulders, his arms and legs, and he felt the impression that he was being pushed down.

"NO!" he tried to fight back, but his limbs had exhausted their fuel. "No! I - I don't want to," they shushed him, and he felt his mind shutting down. They were forcing him to sleep. Pulling him deep into his own subconsciousness.

"No - no, I don't...I don't want to..."

**Ssssleep.**

They covered him, and he felt himself slipping away. The last thing he noticed before he was gone, was the monster outside looking out toward New York.

**Home,** the symbiotes said.

And they were right. They were painfully right. Peter, really, *really* wanted to go home.

**Chapter End Notes**

I finally finished my entry into a writing contest! So, obviously, this was going to my the first story to update. Hope you guys enjoyed some symbiotes, Peter, and Adrien. More on them later ;)

Thank you all who have been commenting/voting on my stories! And *trumpets* I've breached the 150 followers on Wattpad, guys! :D This is so amazing! I love you all! T.T
Thanks for the patience! See you next time Chillada's!

- OfficialUSMWriter
Stupid Books

Chapter Notes

See the end of the chapter for notes

Norman POV

The parent books aren't working.

Granted, he's never actually invested his time into parent-help books before, back when he thought he had this whole parenting thing down. So, getting tips and instructions from a bunch of people he hadn't even heard of was a bit of a hit to his self-esteem. But, then again, if these books were anything to go by, he's been doing everything wrong for the last few years. Which, in itself, was incredibly demeaning, even if all the mistake they pointed out were true.

Listen to your kid. Respect their opinions. Listen don't lecture. Try to understand them before getting them to understand you. Never yell. Be supportive.

The information made sense, almost shame-inducing when he took into account all that he'd done - or hadn't done - but it was far harder trying to initiate their advice into his and Harry's relationship than he thought. Maybe these ones were just out of date. There were also newer, better versions coming out. So, he ordered new ones, just recently published with good marks. They should be arriving within the next few hours.

But they still weren't shipping fast enough. Norman needed answers right now, cause so far every method from "Simply Parenting", "Parenting with Logic and Love", and "How to Talk to Teens" wasn't working. What could he possibly be doing wrong? Weren't they improvement guaranteed? Something was up with the whole situation, cause either he was simply incapable of being a decent parent, or these books aren't as good as they claim to be.

Neither case did much to ease Norman's nerves as stood in front of Harry's door, doing a last minute skim of the chapter. Once he was sure he had the basic committed to memory, he snapped the book shut, tucked it into his coat, and stood up straight. This would be simple. A piece of cake. All he was doing was having a little conversation with his son, nothing to be fretting about. Yet, when his hand lifted to knock, it froze.

A pestering sense of doubt hit his diaphragm and he faltered. Maybe he should consult the book one more time. He could've missed something, or misread a sentence, or accidentally skipped a chapter. The sudden and unfamiliar insecurity poked his hand and it fell back in his pocket, clenched in defeat. All excuses, he knew. He's Norman Osborn. He's never misread a sentence in his entire life. As for skipping a chapter, forget about it. He's read that book from cover to cover at least 3 times.

So why did he feel like he was missing something? All he needed to do was be cool, supportive, calm, and attentive. Which...was also everything he hasn't been for the last few years. It couldn't be that hard. Parents did it all the time, right?

Vigor renewed, he glared at the door and his hand rose out of his pocket. But faltered just as it rapped against the door, resulting in the most pitiful knock in his career as a parent. In his career altogether.

But there was no time to reconsider or try for a more confident knock. Through the door, he heard the faint rustle of sheets, papers crinkling, then footsteps. The door opened and Harry peered out,
wearing the baggiest pair of well-worn-eyes that he's ever seen on his kid. Harry's normally styled hair was messy and full of knots, his clothes were rumpled and stained from the late-night pizza he and Mary Jane ordered in last night, and his expression was a clashing combination of fatigue and weariness, astonishingly stifled with a layer of unorthodox determination that Norman couldn't quite understand. Where did he find the energy to keep going like this?

So caught up with his son looking like an extra from the Walking Dead, Norman almost didn't catch it when Harry asked him what he wanted.

He lightly shook his head, snapping himself out of his concerned stupor. "Oh, uh. Well, I was just coming by too," he scrambled for the tips he tucked in for later, but the last few chapters had flown straight out of his head. He had nothing. "I - I was just checking on you and your friend. How are you?"

Harry leaned against the door frame, rubbing his eyes, looking so exhausted Norman wondered if anything he said got through. But given a few seconds, Harry hummed lightly and shrugged, "Fine," he said, "Just like we were an hour ago when you checked on us. And the hour after that."

Fine is not the word Norman would've used. But he smiled anyway. Be supportive, the book whispered in his jacket. Be supportive. Listen and be supportive.

"Okay. That's good. I was just -" Norman wondered if it would be too much to check the book one more time. Just for some revalidation. "I just wanna make sure you're both okay. I mean, what you saw - and the videos. I know it's probably a rough time for you right now, what with Spider-Man being gone. He was a good friend to the family, a very good friend of our family, and I want you to kn--"

"Dad," Harry interrupted, breathing sharply through his nose. His arms untangled from where they had folded against his chest, and he ran a hand through his hair, frustration coming on so suddenly it almost startled Norman. But they dropped just as quickly, and Harry's shoulders sagged, curling in. The frustration evaporated and he rubbed his eyes again. "I'm - I'm fine. Okay. I promise. Me and MJ are just working on some things."

Indeed they were. Past Harry's body so obviously trying to block the view, papers littered the floor in white heaps, all scribbled over with strings of words that Norman couldn't discern from where he stood. Mary Jane's laptop was on the floor, and not far from it, its owner was consumed in her activity of writing down more words. Whatever it was, Norman couldn't even conceive. Every device Harry owned, from his laptop to his tablet, to his phone, was playing a different news channel - even the Bugle, which was definitely not a family favorite. They were probably waiting for any sightings or reports on Spider-Man. Norman tried not to let his concern show.

The media's been suspicious for weeks now, but most of the attention concerning the wall-crawler was put down by reassuring comments from his team, the Avengers, and SHIELD (whenever the organization actually responded to such questions). But he wondered how long the news hounds would be kept at bay? They were smelling a story, and it was only a matter of time before they officially caught its scent.

"Yes, I see that," Norman gave Harry a smile, but it felt too tight on his face. "I guess I'll, uh - I'll go then. Call if you need anything, son."

Harry smiled back, but it mirrored Norman's. "Yeah. Okay. Will do, dad," then the door closed and Norman was alone in the hallway. The bodyguards he normally left posted outside Harry's room were restationed at the end hall. Harry's orders, Norman found out when he demanded what they were doing there. Ever since they broke into his room the night he saw the videos, he's kept all his
It was only a few hours later, and Norman was reading through his new books.

But, he was frustrated to find, they were saying the same things, just written differently.

Still, the doubt concerning his parent skills had him scribbling down notes, thoughts, pages, and things that seemed useful for later. Let it be said that he never expected himself to resort to parent-help books, but, at this point, he was getting desperate.

It's only been a few days since Harry watched those videoes, and already the nightmares had returned. The guards reported Harry screaming late in the night, many times, but when Norman tried to help, Harry shut him down. Told to mind his business and leave him alone. Admittedly, that stung. But Norman didn't know what else to do if Harry didn't accept his help, so he let him have his way. Honestly, he was regretting that decision with each passing hour of the night. Ever since Peter disappeared, Harry's been having trouble sleeping, but it was nothing like this. After those videoes, it was like everything Harry's worked on recovering from the last few years had all returned within a measly hour.

Now, Norman's never been a great parent, but he knew that he couldn't let Harry go on like this. It was unhealthy, especially for a boy his age. There has to be something he can do to get past Harry's newly acquired walls. Unfortunately, the books had yet to cover the section about you're child experiencing his best friend undergo torture and turning into the monsters that he fears night and day.

Listen to your kid, the books said. Don't lecture.

"I'd listen if he talked to me," Norman muttered, rubbing his head. But he couldn't get too frustrated with Harry. If anything, he was to blame for Harry's withdrawn nature. Even before the whole Goblin fiasco, he had barely given his son the time of day. Never listened, always lectured. Hurt him verbally, neglected him. Of course, Harry didn't want to talk to him. Norman didn't even like talking to himself.

He groaned in frustration, flipping to the next page. How could he have ruined everything? This wasn't what he had imagined when he and Emily decided to have a baby. This wouldn't be what Emily imagined if she were still here. Norman sighed, resting his head in his hands, before looking at Emily's picture on his desk. Brown hair pulled over the shoulder, blue eyes bright, smile even
brighter.

His heart panged, wanting her back. Wishing there was a way to change what has been done and rewrite the past. Heaven knows Harry needs her, especially now. She'd probably get him to talk to her.

Cause that was the thing. Maybe Harry wouldn't talk to him, but he still needed to talk to someone. Norman knew Harry had confided in Mary Jane about everything, which he was sure SHIELD would throw a hissy fit with their 'keep the public in the dark' plan. It helped a little, Norman could see that. But was it enough?

He glanced over at the business card he kept near his computer. Simple and white with the words Dr. Ashley Kafka: Professional Psychologist and Therapist, written in blue.

His fingers drummed the page he was one, before grabbing the card, running his fingers over the embossed words. Maybe Harry needed a professional to talk to. It's been a while since he's seen Dr. Kafka, a few months actually, a bit after he finally stopped having nightmares of Venom.

And Goblin.

Nightmares of Venom and the Goblin.

Her work was great. One of the best in her field actually, and she was tight-lipped about her sessions. Very tight-lipped. Norman barely managed to keep his and Harry's involvement with Goblin and Venom as far from the public and his employee's as possible. If they found out that Norman had been the villain terrorizing New York, and his son the goopy monster that showed up and reeked havoc from time to time, they're life and Oscorp would end in ruins. No employee would work for Oscorp again. The media would hound them, talk to ex-employees, Norman competitors. Their lives would be so uprooted, Norman isn't even sure how he and Harry would resettle. He couldn't allow that to happen to his son.

Which was actually why he had been nervous about Dr. Kafka at first. Therapists said they never discussed their patients' sessions, but how much would she really keep silent. The things Harry was involved in, even if he evaded the truth, it was still concerning. But his son needed the help, and Norman was prepared to get him just that.

Even so, he'd never admit that it scared him when she approached him after Harry finally confided in her about everything - sans Peter's identity, amazingly enough. He could tell she was nervous, and that she was dealing with problems outside of her normal paycheck, which was why he was prepared to whip out his checkbook and give her any desired amount to buy her silence. Fortunately, his paranoia was ill-put. Dr. Kafka was as loyal and understanding as she was good at her job. After an hour of talking, she left and never breathed a word about the happenings inside Oscorp. Later, Norman realized she'd been testing him, seeing for herself is he was actually looking out for his son and changing for the better.

That was the day he officially put his trust in her. She even convinced him to have a few sessions himself, and they did help. Maybe it was time to give her call and schedule Harry another appointment.

His lips pursed thoughtfully, and he looked down at his notes.

Discuss things with your child, he remembered scribbling down. If it involves them, talk it out with them and listen to their opinion.
He could try it. Harry would appreciate Norman involving him in this sort of decision. But what if Harry didn't want to do it? What if he argued and refused to meet with her again? Norman couldn't force him to talk to Dr. Kafka, that wouldn't help anything. But this was also one of his dwindling options, he didn't know what else to do after this.

But it was still the best course of action. Norman took a deep breath and straightened his tie. It was decided. He'll talk to Harry about seeing his therapist again. They'd settle down at the table, maybe Norman could buy them something to eat, and they'd talk it out. Like father and son.

"Okay," he looked at Emily's glowing smile and nodded, as if they have both made the decision together.

Here it goes.

The door takes longer to open the second time. Norman hadn't let himself falter with his nerves this time as he had strode down the hall, but a sudden sweep of nervousness did hit his stomach when the door didn't open for several minutes. His phone started buzzing in his pocket, and he reached for it by instinct.

Then stopped. No. He needed to talk to Harry first. Harry was the priority.

He knocked again.

This time he heard feet, then the door swung open. It was Mary Jane.

"Oh, hi Mr. Osborn," her red hair was ratty and uncombed, and the skin under her eyes was beginning to take on a blue weary tinge. She straightened her wrinkled shirt and brushed a few pizza crumbs off her pants. "Sorry, we didn't hear you knock. Guess I started dozing a little,"

Norman tried for a kind smile. Mary Jane didn't come over as often as Peter did. He wasn't quite sure how to talk to her. "Yes, okay. Where's my son?"

"Oh," she scooted to the side, revealing an upheaved room of papers and take-out as she called to Harry, who was staring red-eyed at the Bugle NewsChannel where J. Jameson was celebrating and debating on the hiatus of Spider-Man. He didn't respond to her calls for a minute, lips falling with each new slander on Spider-Man's name and eyes lighting with resentment. He finally looked up when Mary Jane was all but yelling, blinking owlishly.

"Huh? What? What was that MJ?"

"Your dad," she stage-whispered, gesturing to the looming figure behind her.

"Oh," Harry put down the notebook he was scribing in, and trudged over to the door, switching places with Mary Jane. "He-hey, dad. We're still fine, nothing to report."

"Oh, no, that's not it," Norman said, "Um, I was thinking that...well. I know you've been having nightmares and I thought that maybe you could..." he glanced over his son's shoulder, where Mary Jane was searching avidly through her phone. Maybe Harry wouldn't feel comfortable with his friend potentially listening. He hadn't even told Peter that he was seeing a therapist. "Can I talk to you in
A peculiar look crossed Harry's face, and he shrugged. "Um, sure. I guess," he stepped out in the hall and closed the door. "Is this private enough?"

"Yes, I suppose. Um, you see Harry, I was thinking that maybe you..." would if he doesn't want to do it, his thoughts reminded. What if this makes him withdraw more? What if this is just a bad idea?

Just spit it out you wuss! His other half yelled back.

"I was thinking that maybe it's time we schedule another appointment with Dr. Kafka."

Harry's reaction was slow. He stared, blinked, then his face slowly glowered. "Dad, I don't need a therapist. I'm fine."

He doesn't want to do it. This is already going wrong. Stupid books.

Norman's phone was ringing again.

"I know you keep saying that Harry, but the nightmares have started up again. This is an extremely stressful time for you, I know, and her sessions helped you so much before. I think it'll be a good idea to see her again."

Harry's face flushed. "The - the nightmares are - they're not even - it's fine," he said, cheeks reddening further. "I'm fine. I don't need a head-shrinker. What I need is to go back in there with MJ so we can help find Spider-Man."

Norman resisted the urge to pinch the bridge of his nose. "Harry, I know Spider-Man has done a lot for this family, but it's not your problem to deal with. We have professionals on this case, the Avengers, SHIELD, even those little heroes at the Triskelion. They're doing everything they can-"

"And how much progress have they made?" Harry spat out. "Have they even tracked Peter down yet? What are they even doing down there?"

"Harry, they're more qualified and they're doing everything they can. A session with your therapist will do you some good."

Harry's fist tightened. "Well - well I don't see them talking to a therapist!" he snapped back. "Maybe they're more qualified, and they've seen the inside of that - that base where they were keeping Peter, but I don't see any of those little heroes needing a head-shrink! Peter's been gone for two weeks, we don't even know everything they did to him, and I don't see them stopping for a break." It took Harry a moment before he realized where he slipped up.

His eyes got wide and he took a step back, as if to reverse what was said. "I - I didn't mean to - Spider-Man. I meant to say Spider-Man," he quickly corrected. "Not Peter. Pete he's, he's off at that new science school...thing. He's - he's oka-okay..."

Maybe I should tell him I know, Norman though, watching his son flounder. Maybe he'd confide in me more that way. Besides, Harry isn't much of a convincing liar. Not that he should be...

"Hey, it's okay," Norman reassured, "I know Peter is-"

Just then the door swung over and Mary Jane's face popped through. "Guys," her eyes were wide and shocked. "You need to come see this,"
They shared a look and hurried inside. Mary Jane was back in front of the running tv, eyes wide and raptured. Norman looked at the headline and froze.

Beneath Jameson throwing his speculations, in big bolded words was: **NORMAN OSBORN: SUED FOR EMPLOYEE ENDANGERMENT**

All thoughts of the Avengers, therapists, and parent books flew out the window. His phone was ringing in his pocket again.

"Dad," Harry gaped, slowly looking back over at him. "Wha..."

A picture flashed on the screen and Norman felt a flutter of familiarity. A middle-aged man, thinning blonde hair, slightly over-weight. Charles, the little title read. Charles Darrin. The employee he met when he found Goblin's lair.

This couldn't be happening. Now? This the absolute worst timing. Frustration growing, Norman wrenched his phone from his pocket. It was his lawyer. Good. They were going to have words.

Chapter End Notes

Come on, this can't be the first time someone attempted to sue you Normie. :P

Hey guys, thanks for the patients. So, I've got news! I mentioned it in my update to "Only One Left" roughly two weeks ago, but in case you guys didn't see it I'm including it in this update.

So, I'm starting an update schedule (whoopie), but it's between my other wattpad account!

Here it is: I'm going to be updating every week, but it's alternating between each account. Last week I updated a story on my other account, this week I update a story on this account, next week I'm updating a story on the other, and it continues vice versa.

I wanted you guys to have the chance to get the weekly update, so I'm going to be sharing the name of my other account. :) I will be updating every Sunday. It used to be Monday, but I always finished my chapters a little before my deadline, so I'm switching it to Sunday - I might post on Saturday's (like today) if I'm early with the chapter, and I might post on Monday if I'm late with the chapter. But generally, I'll be posting around Sunday.

My other account(s) are BornFromAshes (for wattpad), AshedPheonixFeathers (for fanfiction . net) and X_Gon_Give_It (for AO3) (Why they're not all the same name, don't ask me T.T ). I have two Percy Jackson fanfictions, and one spideypool au fanfic. The spideypool au is scheduled to be updated next! :D So, if you guys are interested in getting that weekly updated, there's those accounts. If you're not interested in those stories and don't want to follow that account, that's fine. I'll be updating my USM stories every other week in that case ;
Hope you guys enjoyed this update. I've been eager to include this part of the story! Also, who else enjoys watching Norman try to be a good parent? *raises hand* I mean, at least he's trying.

Anyway, that all for now! Thanks for reading Chillada's!

-OfficialUSMWriter
Connors POV

One of the great things about being an agent of SHIELD was that you learned pretty quickly how to handle long, sleepless nights.

Which was funny, because back when he was a simple college student working through his degree, Connors thought he knew what it was like being an insomniac.

Oh how terrible, terrible wrong he was.

SHIELD brought on a whole new level of insomnia. One that Connor's was bent on mastering through long nights in the labs, studying reports and papers, running check-ups through all the systems, getting updates from the head agents and the system of function they oversaw. At this point, he was sure he had evolved beyond a mere human being. Now, he was a sleepless beast relying on nothing but extra-sugary coffee and a whole ton of guilt to survive. But it was a persona he embraced willingly as long as it kept his thoughts busy.

He couldn't relay the day Peter was taken over and over in his head if he was too busy handling a system maintenance check.

There was no time for him to dwell on how things would be different if he let Peter stay at the Triskelion, while he was overseeing the lab equipment they found down in the sewers.

And there was absolutely no way he could drown himself in his rising guilt every time he saw Peter getting jabbed and shot, while he was trying to keep the Ultimate New Warriors in check.

To be honest, he welcomed all these tasks with open arms. He beckoned them on when the to-do list got low, anything to keep his hands moving.

Ironically, the one thing that never failed to get Peter off his mind was dealing with his teams. Which, holy heaven those kids were driving him up the wall. If stress and emotion problems could give spider-powers, Connors would be a full-fledged member of the Web Warriors by now. It's been a few days since the videos and felt as though everything was falling apart between the teams.

Connors figured it had something to do with Scarlet Spider and the bitter feelings toward him for what he did. While he could understand why half the team was still angry about Scarlet Spider's betrayal, both sides were getting out of hand. The teams had been completely split since the videos and they refuse to tell anyone why.

Captain America confronted them after the incident, which went roughly, to say the least. A lot of grim stares, angry retorts, tears, and holes in the wall. It was tough for them. Probably a lot tougher than everyone else aside from May Parker. Connors wished there was something he could do to smooth the waters, but he doubted anything would help at this point.

A weird, teenage feud had split the team, and nothing was getting through to either side. It was almost like a cute, little mini-Civil War, only this constant fighting was beginning to get on Connor's nerves and he wished they'd all just sort out their feelings and hug already.
But that might've been the coffee getting to him.

But, on the bright side, at least they gave him something to do.

Like today, for instance. Training was starting up again, which was bound to end terribly. Connors figured it'd be best if he was there throughout the whole class, that way he'd be able to stop any fights before they started. It took a few strings to pull, some hours of extra paperwork to finish, but in the end, he figured it'd all be worth it.

He sipped his searing coffee, fresh from the pot, as he strode down the hallway toward his destination.

The training rooms are already lit when he gets inside the Spotter's Room. A small group of agents was stationed at the controls, ready to initiate the training diagnostic as soon as Connors gave the word, whereas the teens all waited outside in the training room, moping and grumbling.

Connors plopped in the chair next to the control panel, front and center to the glass that kept the dangers of the training room separated from them. He might've been more concerned if he didn't know the glass was made out of the highest advanced version of fiberglass, but it did its job better than any bit of regular glass. He stared out at the teams as he took several packets of sugar from his coat pockets, of which he tore open and dumped copiously into his coffee.

At first glance, no one might've noticed anything wrong with the Academy students, but Connors was developing a bit of an all-seeing eye for these kids, and the divide between them was painfully obvious. Agent Venom, Squirrel Girl, Iron Spider, Cloak, Nova, and KaZar stood off to one side, tense and grouchy, refusing to spare the others so much as a passing glance. Dagger, White Tiger, Scarlet Spider, Iron Fist, Kid Arachnid, Zabu, Triton, and Powerman stood on the opposite side, equally stubborn. The two groups ignored each other completely.

Connors sighed, swirling the spoon offered by one of the agents in his coffee. He could already tell that things were going to go bad. He sipped his coffee once all the sugar grains dissolved, drumming his fingers against the cardboard sides of the cup.

"Maybe this isn't such a good idea," he muttered, peering at them over the rim. Putting them in a fight together, whether they were supposed to fight as allies, was bound to end terribly. He could see the future battle against one another in every tensed muscle and glowered look. It was like putting two angry animals in a room together and expecting them to play nice.

"What was that, Sir?" The agent at the controls asked.

Connors looked up and waved his hand dismissively. "Nothing. Nothing, just," he sighed again, scrubbing a hand over his face, "just give me a second, okay. I need to talk to the team real quick. Open the doors."

"Yes Sir," the agent said and pushed several different buttons on the console. "Would you like the guards to escort inside?"

Connors glanced at the two rapid animals waiting for him beyond the glass and nodded. "Yeah, I guess I wouldn't mind a few guards."

The agent gestured to two guards stationed at the back of the room and they moved obediently to either side of Connors. The door opened and Connors led them out onto the metal encasings of the training room.

The teens saw him before he even gets a few steps in, and they line up instantly. Two very clear,
distinct lines that made Connors frown. It takes a few minutes to get to the center of the training room, but when he does he's still not sure what he's going say. He hoped something would come to mind on the short trip there, but all he felt was a bubbly buzzing in his limbs, making him feel jittery and jumpy.

Gotta love that caffeine.

He stopped in front of them, clearing his throat. Words crowded on his tongue, but they wouldn't stop pushing and shoving enough to form coherent sentences. He cleared his throat again and switched to walking in front of the students, like a commander to his troops. He got to the end of one line and turned to go down the next one, scrambling for something to say.

After a long, awkward minute, Connor stopped in front of them, taking a deep breath. "Okay, uh - um, I - I can see that, uh...you guys seem to be...seem to be..." he cut himself off a huffy breath, feeling like an idiot. This was why Coulson and Fury led up the training sessions. When it came down to gameplans and confronting the troops Connors was as useless and out of place as a microscope on a football field.

But the teens wait anyway, but they're patient is running thin. Adrenaline, Connors suspects. Or maybe they just need something to hit. He just didn't want them hitting each other.

"No what," he decided, "Screw it. We're not doing this training session after all, you're all dismissed to go to your next class." Hopefully, it was something a little less tense, like bomb diffusing or staunching blood.

But the teens were all less than enthused. They looked up, recoiling as if he had personally slapped them.

"What?" Squirrel Girl demanded, "Why?"

"I don't think this is a good idea," Connors told them, "especially with how you're all acting."

Powerman folded his arms, bristling slightly. "What are you talking about? We - we're not acting like anything."

"Yeah," Kid Arachnid agreed stiffly. "We're fine."

Connors looked back over them, glancing between the two groups. Eyeing the divide, being none too subtle about it. "Fine?" he scoffed. "Look at you, you're literally split in two!"

At that, they all looked down, toeing the ground for excuses, or looking for an explanation somewhere on their clothes. Suddenly, they weren't so keen to look him in the eye, which only confirmed everything.

"We'll do an actual training session when I'm sure you all can do it without snapping at each other's throats."

White Tiger scowled, folding her arms in a perfect mimic of Powerman, "We haven't even fought each other." She growled.

"Yeah, well I've seen this all before," Connors told her. "You guys will say you're fine, that you can still work as a team, and maybe you'll even convince people for a while. But it's gonna get too far and you're gonna end up fighting, likely hurting someone in the process, and costing thousands in property damages. The exact same thing happened to the Avengers."
"Yeah, well, we're not Avengers," Nova said grittily.

"Obviously," Connors deadpanned. "But you're all powerful, like them, and I will not be putting the agents of this organization at risk. As soon as you fix whatever problem you're having, come see me. For now, sit down in a circle and talk about your feelings, start a diary, heck, send each other notes, I don't care how you do it, just fix it."

He looked at them all in turn, but none met his eyes. He wanted them to verify it, or promise him, pinkie-swear and cross their hearts, that they'd stop this silliness, and he didn't care how childish it was. Someone was going to get hurt if they kept going like this, likely one of the people under his jurisdiction. He refused to have that happen on his watch.

He turned to leave, but stopped short.

He should've left. Should've walked back to the Spotters Room and let them sort themselves out. But he turned instead, approaching them one more time. He just had to know one thing. "Does this feud thing have to do with Scarlet Spider?"

Said hero tensed under the sudden limelight, and instantly Dagger and Powerman stepped in front of him. An obvious show of protection. Opposite of them, Agent Venom and his group tensed, and the atmosphere dropped several notches, buzzing like static shock. Connors instantly regretted asking at all.

"Yeah," Iron Spider answered bitterly, "I guess it does."

"Not if you guys got over it," Dagger muttered, loud enough for them to hear.

"Oh, well excuse us," Agent Venom said, loud and ostentatiously, "I can't imagine why we'd still be angry! I mean, he only attacked us in our home and nearly killed us all!"

"He was being manipulated by Doctor Octopus!" Kid Arachnid argued back, stepping angrily at Agent Venom. Behind him, Scarlet Spider flinched.

KaZar stepped forward too, tensed and looming. "But he still had a choice. Doctor Octopus never controlled him. He could've chosen to warn us about the attack, but he didn't. He let it happen. He WATCHED it happen."

"Well, he's been with Hydra for so long, what'd you expect?" Kid Arachnid retorted.

"He was a part of this team," Squirrel Girl said. "He was a part of all of our team! Do you even know what he did the night he betrayed us? Huh? Spider-Man was trying to get us all out of there, and it was Scarlet who stopped. It was Scarlet who convinced him to stay. Why? So he could stab him, all of us, in the back! He could've at least had the decency to warn us, or even let Spider-Man go. But he didn't!"

"Oh, sorry, I guess I forgot you know what it's like to be brain-washed by a madman!" Powerman grit.

Behind them, Scarlet Spider stepped away. He looked them all over, hands clenching and unclenching at his side. Connors couldn't see his face because of the mask, but Scarlet looked like he was about to say something, before letting it fall back down. Instead, he turned stormed across the floor, heading for the door. Frustration balled in his fist, rolling up his arm as he ripped his mask off at the door and threw on the ground, and left.

The teams were struck speechless for a solid minute.
"You're supposed to be the ones watching him," Agent Venom finally muttered, marching on the opposite side of the room, glowering. "There's goes your responsibility."

"I got him," Iron Fist said. On his way out, he grabbed the mask, holding it smoothly in his hand.

Connors looked back between the angry, sullen group.

It was worse than he thought.

"Oh jeez," he mumbled, covering his eyes. This was Nick Fury level stuff. Or Coulson, at least. Not him. Maybe he should get one of the Avengers to handle this, someone equipped to deal with this type of thing. He could give them a check-up, or develop an anti-serum, or perhaps even prescribe them some chill pills, but he wasn't good at pep-talk. Or dealing with intense, emotional problems.

Honestly, he never has. Back in college, Octavius was the one who did all the talking out of their group. He was much more confident in their presentations and reports. To be honest, Connors relied heavily on that through their time together. It was so nice and refreshing to have talkative in his group; besides, Otto could carry a conversation for hours. But their friendship had its forthcomings. It broke down, right through Connors' hands, too far gone to be mended.

But he didn't want the same thing to happen to these kids. They were a great team and good friends. It deserved to stay that way. But that was not through physical training. These kids needed someone to talk to pronto. That, or talk things through themselves.

Locking them in a room together was probably out of the question.

"All of you head to your next class," he told them, suddenly tired, "we'll start training sessions again when it won't end in pain and property damage."

"I can't believe this!" Squirrel Girl muttered. "We should be out looking for Spider-Man, not doing classes."

On the other side, Kid Arachnid growled, "This is so stupid!"

But they all dispersed. Connors watched them grimly, feeling the threat of an aneurysm lurking in his future. What he wouldn't give for a long nap. He turned around on his heels, stuffing his hands in his pocket. There were still packets of sugar in them, and he wondered if he's SHIELD respect would dip if he dumped them, packet and all, in his mouth.

By the time he made back to the Spotters Room, his coffee had cooled considerably. But he dumped more sugar in it anyway. It's a little much, and the sweetness sat heavy on his tongue, but he attempted to ignore it and took another large gulp.

Time to get back to paperwork and reports. He'd have to send one of the agents to get him a fresh coffee soon. Or maybe a Red Bull.

"There won't be a training session today," Connors informed the man at the controls as he strolled to the door. "Save the session program, but turn the rest off. Carry on with your next assignment."

"Yes Sir,"

Connors downed the rest of the coffee when he stopped by the door, stopping short of the undissolved sugar grains at the bottom, and tossed the empty cup in the trash.

"And have an agent bring me another coffee would you," he said to the agent following him out.
"Extra hot, with lot's of cream and sugar - wait, no. Scratch that. Bring it to me black." Maybe that'd help him stay awake. Something bitter to jar his senses.

"Back to work," he muttered and stepped out into the hall.

Chapter End Notes

And we're back! Hi guys! I feel as though I hadn't updated this thing in FOREVER. When did I update it last?

July 28? That was last month! Guess that's what I get for working on so many stories.

Which, speaking of many stories, heh - I may or may not have created a whole new USM story :D (to be honest I have, like, 3 planned/unpublished stories sitting in a file on my computer). But this one is so exciting to me. It has a big mystery element behind it, but it'll be a lot fluffier than probably anything I've written so far. I mean, I think with all the angsty turns my stories have taken, we need a little fluff to balance it all.

Sooooooooo, I posted the first chapter of the new story! It's called "A City of Supers" and you can find it on my profile! YAY! But be warned, this one will probably not be updated as often until I can finish off at least 1 of my other stories. That'd probably be "Only One Left" since I only have a few chapters to go before it'll be complete.

ALSO - ( I know, this is shaping up to be a big authors note, but I wanted to add this). Who else remembered that Dr. Connors and Otto Octavius used to be science partners/friends in the show? I think they both used to work for Oscorp when a big lab explosion blew up everything. Connors thought Octavius perished in the accident (and probably went to work for SHIELD after) when really Norman "saved" Otto and locked him up in Oscorps basement like the looney he was. The accident was also the cause for Otto's paralysis from the neck down. I just wanted to include that cause I always thought Connors and Otto being buds was kind of cool. I wish they addressed that a little more in the show.

Anyway, I've gotten so much support for these stories for the last few weeks. I wanted to start acknowledging you guys for that because it's honestly the coolest thing ever. So, this chaptered is dedicated to: WandaMaximoff24, because she's honestly so amazing and supportive. Every single one of your comments makes my day, and I always look forward to my own updates just so I can see what you have to say. Thank you for being so awesome!

Thank you all, every single one of my readers, I love ya! All the hugs and kisses (all consensual of course ;) ) See ya guys!

-OfficialUSMWriter out!
Peter POV

The leaves were turning yellow.

They're supposed to be green.

At least, that's the color they were two weeks ago. His memories were splotchy, dotted, and faded, but he distinctly remembered that. Of the day he spent on Coney Island, that's what he remembered distinctly. If it was Coney Island, he wasn't quite sure. He remembered a few things, like shrieks. The joyous kind made when you went through the high-loops on a rollercoaster. He remembered the smell of popcorn and hotdogs too.

But it was the leaves he remembered most, which was stupid because there weren't even tree's around Coney Island. Maybe he passed one of the parks in New York that same day because the greenery of the leaves stood out the most to him. It was just early-autumn at the time, but he distinctly remembered the green leaves because they were always such a bright contrast to the artificially colored signs and grey buildings.

They used to be so pretty. The way they fluttered among the buildings, small yet impactful. Pieces of nature caught in a concrete jungle. There were days when he'd grab his camera from his closet and take it for a trip around the parks, capturing the last bits of life before winter took its cue.

Peter used to love it when the colors changed colors. Yellows, reds, even browns, were all so beautiful, especially in the parks where he could capture them mid-fall. But now those brightening leafs served one purpose, and that was to remind him of how long he's been gone. And how alone he felt.

**Hosst iss not alone.** Venom chided him like he was being silly. **We have Hosst.**
Oh, right. The three, goopy, slimy stooges controlling his body. He couldn't forget them now, could he? Venom preened happily.

Peter could feel the other two lurking around him. Silent, but accounted for. At the moment, Carnage was at the wheel staring skeptically at the near-deserted docks of the shipping yard from inside the warehouse they were holed up in, likely trying to look for something to attack. The red symbiotes line of thought was a disturbing constant stream of "Kill this", "Kill that", "Hossst will be ssssafe," and repeated death threats toward the other two symbiotes when they seemed to be getting too close to Peter.

Anti-Venom was inward, opposite to Venom. Peter still had a hard time acknowledging that one directly because of the wh...the whi - nope. Still couldn't do it. Bad memories. Bad - bad memories. It was best to keep those away. Far...far away.

Just as long as he didn't look directly at Anti-Venom, and its ghastly choice of color, Peter was usually fine. His paranoia still climbed up and down his spine, and the nervousness never seemed to quite ease up. But it was...more bearable than seeing it directly. It made functioning a little easier, anyway.

But even though he wasn't looking at it, through the corner of his eye, Peter was under the impression that Anti-Venom was watching Venom very closely. Nestled in its dark - bright, stupid - corner, waiting for Venom to slip up and give it a reason to attack.

Peter himself was...well, stuck. That seemed the only real description he could give. As far as he was aware, he was completely surrounded by the symbiotes, clutched too tightly to move so much as his pinkie-toe. If he could feel his pinky-toe anyway. He felt like a floating blob of a consciousness, kind of like a balloon, held down by three creepy looking children with big sharp teeth. The symbiotes didn't let him move a lot, mostly because of his wounds, but he also figured it was because they didn't want him trying to fight for control. They learned their lesson last time.

They didn't let him look out very often either, because they thought it upset him.

Which, upset wasn't quite the word Peter would use. Sure he got a little...emotional whenever he saw the buildings of his city. Maybe he liked to try and resist them a little, just so he could get a better look. Honestly, they didn't need to be so stuffy about it. He - he was fine...ish. He would be okay...maybe...

Things - things would be okay. Better.

At least Hydra was gone. That's - that's a plus.


Hossst musssst ssstop thinking like that, Anti-Venom interrupted Peter's waning thoughts, likely sensing the sudden spike in his heartbeat. It upsssssetssss hosst.

He felt Anti-Venom move and in one swift go all of Peter's thoughts were smothered. Irritated, Peter tried to focus on them again - if just to spite it - but they were clouded, fuzzy, and hard to decipher now. He wanted to glare at Anti-Venom, but that required confrontation to whi - whit - that stupid, STUPID color, which Peter won't - can't - do right now. And as stupid as he felt, as weak, pathetic, and useless it made him feel, Peter couldn't confront it yet. It was - it was too much.

Bad memories. BAD memories. No - go. Big no-no.
Still, he wished they didn't baby him so much. He didn't like not knowing things, even when those things might be slight, incredibly, possibly traumatizing. And when they shut off his thoughts and severed his mental connection to past happenings, it set him on edge. He didn't like someone having that kind of power over him. It was unsettling.

In the front, it seemed as though Carnage hadn't detected anything worth killing and slunk farther into their shared subconsciousness. He growled at Anti-Venom, hissed at Venom, and settled in front of Peter.

They've all been on edge since Vulture - Adrien Toomes - showed up. Peter hasn't seen said birdie since the symbiotes wanted to slice and dice him, but occasionally Peter thought he saw a figure flying overhead, or a flash of a feather diving behind the buildings. The symbiotes were extremely paranoid it turned out. Carnage, more so. After the encounter, throughout the rest of the night and the day, they've stuck to the shadows and sewers. Only going into things as long as they were abandoned or limited with people.

Of course, for the latter, it always sobered Carnage's mood when there was no one there to stab. For whatever weird reason, the symbiote was keen on killing anything that moved. To be honest, it was the one that set Peter the most on edge. Anti-Venom was a very, very close second.

Venom was...Venom was Venom, he supposed. There weren't too many issues Peter had with it, other than it was way protective. Like, almost obsessedly so. It's dark colors surrounded most of Peters mind, and somehow, maybe through their shared connection, he knew that the symbiote had given up more control of his mobility to keep so close to Peter's thoughts. Anti-Venom and Carnage did most of the moving. Thankfully, they hadn't done anything to harm people. Yet.

Fortunately, there hadn't been many people to harm. These side of the docks weren't as frequently used as the others, especially at night, which Peter was absolutely grateful for. It was hard enough trying to move last time, attempting to take control again probably wouldn't turn out as good a second time.

With nothing partially dooming happening, the symbiotes were the most relaxed they've been since Peter let them attach to his body. It would be nice, you know, if it didn't give them an opening to argue. At least when they were moving around and hiding in the shadows, it gave them a combined goal. Once everything settled, it all turned toward in-fighting.

Just sitting there, Peter could feel Anti-Venom getting riled up as it stared at Carnage. Its voice was a low, menacing whisper. *Musssst cleanssse. Musssst cleanssse. Disseaaasssse. Musssst cleansse hosssst.*

Carnage was far less enthused. Same with Venom, once Anti-Venom's threats angled toward it too. They both turned on Anti-Venom in warning, surrounding it from both sides, ready to lash out if it gave them an opening. If even two started fighting, it would turn into a three-way battle, as it always did. One that Peter constantly himself in the middle of.

Which, they needed to stop. If they were all insistent on infecting his body, then the least they could do was be courteous guests and get along.

The three picked up on his message, albeit grudgingly, and backed off hissing and spitting at each other. But at least there was one thing they could all agree on: Peter.

He wasn't sure just how bad his current state was, but he knew it must not have been good. The symbiotes took away all the pain, so it's not like he could assess himself. It was weird how they acted as some sort of weird anodyne and nepenthe in the way they kept him numb. He couldn't feel
anything and his thoughts were blocked off, and to be honest, it was both soothing and terrifying. It was nice to fall into this numb state, drawing away from physical and mental pain. To just stay there, a floating conscious balloon, just hovering in a vacuum of space. But didn't like feeling so disconnected and out of control. He didn't like being told what to do, and what to feel, and how to behave, and to run through the maze, and to stay still, and to sit in a room, and to run, and...and...and...

Venom washed over him and his thoughts dissipated. A calming sensation swept over his chest and Peter inhaled deeply. The symbiotes liked him to stay still, so he could calm and heal, and if he didn't listen they usually knocked him out. Which was not an option. He had to stay awake to make sure they didn't harm anyone.

Thankfully, the sun was coming up soon. Oddly enough, the symbiotes had taken on nocturnal tendencies and usually hunkered down and slept during the day. Not that Peter minded. There were fewer people to attack at night. Besides, they always chose high up, deserted places to settle down and nest, which was another thing he appreciated. It at least left him assured that he could safely sleep without someone dying.

The symbiotes noticed the glowing colors in the sky through the windows of the warehouse as well.

Musssst let hosssst resssst. Venom told the other three, loud and gravely, almost daring a challenge.

Carnage took it up all too eagerly. Sssssleep makesss ussss vulnerabssle. Eaasssssy to attack.

Venom knowssss whatssss besst for Hosssst.

No, Carnage knowssss whatssss besst for Hosssst!

Cleanssse parasssssitesss, Anti Venom unhelpfully put in.

Musst keep going, Carnage insisted.

Hosssst needssss ssssleep. Hosssst resssts better during day.

We protect hosssst alwayssss. We keep hosssst healthy. Hosssst only needssss Carnage.

Venom snarled. Hosssst is better with Venom.

Parasssssitesss, Anti-Venom accused the both of them. Infect Hosssst. Leave Hosssst unwell. Venom, Carnage, parasssssitesss.

Peter didn't think Anti-Venom was quite aware that he was a symbiote too.

We RESSSST, Venom roared. Hosssst wantssss to sssssleep.

Hosssst ressssstssss while we keep going, Carnage shot back.

CLEANSSSSSSSE.

Venom is right, Peter interrupts, projecting his thoughts onto them. He does want to sleep, and he wants to sleep during the day, somewhere high and safe. Away from people and danger.

The other three snap toward him. Venom preens happily, almost swelling smugly, as Carnage growls at them both. Peter ignores them to look outside the window where he could vaguely see the ocean waves in the distance. Beyond that, the buildings of Manhattan would be glittering in the morning
sun in less than an hour.

It made Peter's heart ache. It reminded him of New York. His city could be no less beautiful and alive at night, but it's been so long since he's seen the actual sun. The symbiotes liked sticking to the shadows and hid him during the day. What he wouldn't do to feel the sun again. All it's been was artificial light and dark, and whi - that color - for weeks.

It was ironic how just weeks ago he was complaining about the excessive heat, and now he craved it like it was heaven made real. Funny how just a few weeks without the sun, made him willing to give an arm just to feel it again. Especially now that he was so close. Just 30 minutes away.

But it was best that he didn't. It was best that he stayed scarce so long as he had these symbiotes attached to him. He needed to stay isolated until he could find SHIELD or his friends.

**We are Hossst**, Venom piped up unhappily. **Hossst issss ssssafe with ussss. We are Hossst friend.**

Peter felt them press over him, coming him in. Their grip on him seemed to tighten at the mention of his team. He could feel a spike in them. Something sharp and unpleasant. The thought of his team and SHIELD seemed like a bit of a sensitive topic to them. The thought that he might want someone else more than them...

It made anger seep through his chest. Yes, they were helping him, yes they kept the pain away and protected him. But he wanted his team. His FRIENDS. The ones he's wanted to see for weeks. The ones he would give more than an arm to see again. The ones who made his heart bleed just thinking about. Aunt May who he would give himself up 10-times over just to see one more time. He missed them so much. So, *so* much.

The symbiotes hissed and came in closer.

**Hossst needsss to ressst**, Carnage remindly sharply, suddenly on board with Venom's idea. **We musssst find a ssssafe place so Hosssst may ssssleep.**

The other two agreed, which would have astounded Peter if he didn't feel so much dread.

Anti-Venom pushed to the front this time, moving their shared body outside, as Carnage and Venom crept close to Peter. Anti-Venom was the best when it came to finding safe places. It was meticulous about every spot, made sure it was high up, clean, free of predators, and sturdy.

Peter ignored the enclosing symbiotes and focused on the outside as they moved. They crawled through the window, down the side of the building, before shooting out with several tendrils that connected to the structures nearby. They swung from warehouse and docks, jumping nimbly from wall to roof, heading toward the Brooklyn Bridge in the distance. Peter tried his best to stay impassive, tried to ignore the way his heart pounded as they neared the city. He wasn't sure if he was scared to enter a place with *more* people, or if he was excited to be so close to something familiar. Manhattan was so close. New York, not far past it. How could he be so close, yet so far from his home?

They made it to the Brooklyn Bridge with no issues, and swung beneath its immense metal structures, swooping from beam to beam as the East River waters rolled far, far, *far* below. If he wasn't covered by the symbiotes, Peter would've been able to feel the cool breeze from their height, he'd be able to smell the salt of the sea, hear the faint waves rolling below. But it was as if every one of his senses was cut off.
When Harry had the symbiotes, he told Peter that they had sharpened his sense to an inhuman extent. That it enhanced him on every level. He felt more, tasted more, saw better, heard better. But its effects were opposite for Peter. He was covered in cotton, padded and protected from the world. And it was suffocating.

Anti-Venom seemed to find a suitable place and swung them up sharply. They landed up on one of the long beams connected to the first leg of the bridge, crouched low and ominous on its sturdy surface. They moved around the structure, to the sides and the bottom, inspecting every crevice, before Anti-Venom deemed it fit and set to work spreading web-like strands between the beams set close to the legs base.

When he was done it was a high-arcing, swirling creation of red, black, and white webs. By then the sun was peaking over the horizon, twinkling along the thin strands making them shine almost prettily. Below, the water sparkled with equal fervency.

They settled into a center of the web, far in the back where the shadows embosked them completely. Once they were secured, Anti-Venom drew back in, surrounding Peter in one go.

Sssssleep now, it said.

Peter looked past it, to the beams and the dark underside of the bridge, and the glimpse of the sky. An ache pressed against his heart, but he allowed himself to be laid down. He wondered what he might look like. A clashing, messy creature, moving and swirling with three different creatures, laying on a web. Their long jagged teeth, angry, narrowed eyes, claws that rested anxiously on the strands. A monster sleeping beneath hundreds of moving people above, and they didn't even know it.

Ssssssleep, Venom insisted, and the other two pressed him in agreement. Peter felt his throat choke as they began covering him, pushing him back down under. He tried not to flail, even when his heart began beating with trepidation. He swallowed thickly, downing the pain, wincing when the collar restricted most of the movement.

It's for the best, he reminded himself. It's - it's for the best.

Then they covered him completely.

Bring on the darkness. Bring on the brightness. There was no middle ground here.

Chapter End Notes

Peter is having a hard time T.T The symbiotes mean well, but they're kind of possessive, sooooooo...

Anyway, in case none of ya'll haven't heard yet, I posted my own original story! Which was also updated with this story! My original story is called "Inmates: X-227" so, if you guys want to, you can go check out that :3 Thank you so much to those who have already checked it out! I love ya!

You can find it on my wattpad account: OfficialUSMWriter, or my fictionpress account (the sister site to ff.net): X-Gon-Give-it
I'm not sure why that song helped so much with this chapter. I basically listened to it non-stop while writing and editing it. It just kind of went with the flow, you know? Besides, it's super catchy.

See ya next week!

-OfficialUSMWriter out!
It's been a while since Stormin' Normins' come out to play.

Harry was just glad he wasn't at the receiving end of it.

Ever since that news channel had shown the chubby face of Charles Plaggin, Stormin' Normin has been called forth out of its shadowy hole and was tearing everybody a new one. Its only been a day or so since it was announced that Oscorp and his dad was being sued, and already it was blowing up every news channel the cable companies had to offer.

Neither Harry or his father was particularly pleased with this added attention.

Having grown up the son of a successful CEO, entrepreneur, and scientist, Harry hadn't been camera shy since he was 8 years old. He could smile, look serious, rattle off whatever his dad wanted him to say to appease the media and help the golden Osborn name, and he could do it all without the media any wiser of life in the Osborn household.

But there was something different about it this time. He didn't quite feel up there. Like one look into the camera would reveal all that's been happening for the past few weeks and he'd be stripped bare by the media. The headlines would be different.

**Oscorp Heir: A Trouble Kid?**

**Harry Osborn: Secret Revealed**

**Top 10 Reasons why Harry Osborn Can't Handle Being the Osborn Heir**

No doubt that would add more fuel to the fire that's been burning them up as of late.

So, he tried not to think about it. Thanks to the troublesome nights he's been getting lately, his brain, body, and overall being, was losing all its fuel and was at the brink of collapsing. Like he was an old car that hadn't been assembled correctly, and if anyone so much as turned on the ignition he'd sputter out and collapse into a rusty heap.

Despite being unable to sleep a wink, it was still hard waking up in the morning, and the idea of heading back to school sounded physically painful.

Okay, so maybe he's taken a few days - weeks? - off, but could they blame him? How could he focus on math and science when his best friend had been kidnapped by an organization that he's only ever heard about in his history books? Peter needed him far more than Harry needed school, especially now that he's escaped and on the run.
Unfortunately, Harry's plan to stay in his room and come up with an actual plan to find Peter wasn't fine in his dad's point of view. Which was why Harry was now sitting in the private limo, bag tossed across the seat next to him, staring out the window as his stomach gurgled.

He'd rummaged through the fridge and cupboards for food earlier, but nothing looked appetizing, so he decided to wait until lunch. Besides, he didn't want to bother the Chef with something he wouldn't even eat, and there was no way he was going to tell his dad that he's lost his appetite. I would just spur on dad's idea that he should see Dr. Kafka again, and that was something Harry definitely didn't want to argue about with Stormin' Normin'.

Now though, he was wishing that he'd tried a little harder for breakfast.

Curling a hand around his stomach, Harry leaned against the limo door and stared at the traffic outside. Why did dad have to bring up Dr. Kafka anyway? Sure, he's been sleeping badly lately, but that was hardly a reason to call his therapist. Lot's of people had sleepless nights and they didn't need to get a head shrink for it.

Besides, having a therapist felt very...personal. He hadn't even told Peter about it and he told Peter EVERYTHING.

It's just...well...Peter was Spider-Man. He jumped off skyscrapers, fought villains, gone up into SPACE! Compared to that...Harry...Harry felt insubordinate. Peter's been through MUCH worse and he didn't need to talk to a therapist. All of those Academy students have faced off against villains and symbiotes, and none of THEM had to talk to a head shrink about their issues.

Was there just something wrong with him?

Nonetheless, he could understand his dads worrying. After all, how many parents could say that their child had been bonded to a blood-thirsty symbiote that had taken over his body and will? The corners of his lips turned down and Harry laid his head on his arms, tracing random patterns into the glass. His relationship with his dad had been getting better there for a while. Dad was certainly trying a lot more - that's for sure. Harry's seen the parent help books, even if dad tried so hard to hide them.

He probably hadn't been much help in establishing their relationship recently. What with shutting his dad out to focus on finding Peter, he hasn't exactly been the best son.

But right now wasn't the time to try mending it. Once dad becomes Stormin' Normin, a heart-to-heart was the farthest thing he'd want to have. Besides, he's been driving himself mad talking to lawyers and building up his image to the media before the trial, that's where all his focus will be. "You ARE going to school," Harry remembered Stormin' Normin telling earlier this morning, "Our image can't look even the slightest bit weak. If you start staying home the media will suspect that we're hiding something from them. I don't need those BLASTED bloodhounds sniffing at my door too."

School sounded absolutely dreadful, but Harry hadn't told Stormin' Normin that. Rather, he nodded along in agreement and went off to dig his textbooks out from under his bed, grabbing the backpack he hadn't used for months because he always studied with Peter's books, and headed down to the limo.

So, whether he wanted to or not, he didn't get much of a choice in the matter. As they drew closer and closer to Midtown High, nerves sprouted around Harry's stomach like a bunch of mossy plants and tickled in insides unpleasantly. His leg started bopping up and down and his tracing on the window became a rough tapping.

The Osborn law-situation would no doubt be circulating throughout the school. Harry was used to
rumors about him and his family, sure. Rumors about who he was dating at the time, what he was wearing, what his fathers' done recently, even rumors involving himself and Peter. They've never really bothered him before though. It was easy to ignore all of that, especially when he was with Peter and MJ. Why should he care what anybody else thought when he had his two best friends with him?

It shouldn't be a big deal that the school will have heard about Oscorp getting sued because there were tons of people who've tried to sue his dad before. None of them ever succeeded, so there was no reason this one would. Still, Harry didn't feel prepped and prepared to handle the stares and whispering. Any other day he would've, but today was off. He was a running a tight-line unbalanced and unfocused.

He was going to be eaten alive. He was going to say something stupid and make his dad look worse. He was going to attract unnecessary attention?

Why is he going to school again?

Similar thoughts kept piling up his head the closer they got to Midtown, and he was pretty sure he was getting a knot in his back. As soon as the school came into view, his nerves had escalated enough that Harry was already tipping forward to slide the glass separating himself from the driver ready to demand to be taken back home. Only he didn't.

He could say it was because he got a hold of himself, or that he decided to be a bigger man, or to simply grow up, but honestly, it was because of the red-headed ponytail waiting for him at the schools' entrance.

He opened the door before the limo had even come to a stop and was swinging his backpack over his shoulder and slamming the door shut within seconds of his feet touching the sidewalk. He hurried up to the front steps where MJ was clenching her books to her chest, looking deep in thought.

She looked tired and worn out too. Shadows under her eyes, rumpled in her clothes, strands of hair she'd forgotten to tie back in her usually neat ponytail - little things that other people might not notice. Still, as guilty and petty as it made him feel, Harry was glad he wasn't alone in his determination to find Peter.

Whatever daze MJ had fallen in snapped as Harry stopped in front of her. Still, she blinked several times before she seemed to register that he was there, smiled, and brought him in for a hug.

"Morning, Har," she said, letting go to look in his eyes, expression softening. "How're feeling?"

Harry shrugged back the torrent of emotions pressing at the door. "Good.

He smiled. "All good."

She shouldered her backpack a little, glancing around the people walking up the steps as if they might be eavesdropping. "I - uh, heard what's happening. You know, with your dad getting sued and all. Is there anything I can do to help?"

Just bringing it up made Harry thinking of Stormin Normin and his angry eyes, and his smile tightened. "Nope. All good. Thanks. Dads' taking care of it."

He could tell she wasn't particularly satisfied with that answer, but perhaps she could tell he didn't want to talk about it because she switched the topic to the science homework they needed to catch up on. Which Harry appreciated. It could be irritating how easily MJ could read him sometimes, but other times she was a literal angel sent straight from heaven.
She walked him into the building, complaining about having to stay after to make up Labs, and they managed to make it to his locker before the whispers started. It was small at first, glances over shoulders at him that turned into words whispered behind hands. Quick looks, long stares. He could hear most of what they were saying.

Questions about why he's been gone for so long.

Clarifications that his father is being sued.

Rumors that his absence was BECAUSE his father was being sued.

But they got worse and worse the longer he stood out in the open. The talking got louder, the rumors wilder. People claiming that Norman was taking him out of Midtown. That they were moving to Nigeria to get out of the spotlight. That Harry would be taking over Oscorp as head-CEO.

It was all so - so -

_Frustrating._

"Ignore them, Harry," MJ said, noticing as his eyes lingered on a passing group claiming that Norman had it coming after all the shady work his company's' been connected to.

"I know," Harry muttered, still watching. "I know, I know, I know - it's just..."

She nodded, because MJ UNDERSTANDS, and gently pulled him down the hall after her. MJ's reputation of being outspoken and independent in her opinions was well known and no one dared confront Harry about his issues with her around.

Unfortunately, he couldn't hide under her protective wing for long. Government class took MJ down one hall, and Harry to his Accounting class on the opposite end of the school. Watching his fiery friend head down the hall felt like walking out from behind a middle of a barricade, spreading his arms open, and telling the enemy to take their best shot. He tried not to simply collapse right then and there.

What would his dad think?

Instead, he pulled his head back, straightened his shoulders, and walked down the hall as if was a General storming the troops. He pulled on his media-neutral face. The one he wore when he didn't want to give much of his thoughts away but kept his countenance pleasant enough to ward off skepticism.

He had no reason to fear this school. These students. He's been bonded to a symbiote. He donned the Patrioteer armor. He's survived being both Anti-Venom AND Venom. He could handle a day in High School.

_Cause' he's an Osborn, and Osborns are STRONG._

It was sad how that didn't have its desired effect anymore.

Harry swears he will never be an accountant. He'll hire an accountant to do all his financial stuff, cause no. Just, no.
The math itself is basic enough. Mostly adding and subtraction, some division and multiplication if you squinted, but there was so much to remember. Debits equal credits, cash funds, petty cash funds, liabilities, expenses, capital, assets - he didn't know how he was going to keep it all straight.

The accountant teacher, Ms. Colette, wasn't going easy on them either. She stalked up and down the rows of desks, scowling skeptically at papers through her thin-rimmed glasses as the ruler in her hand slapped against her palm. Harry knew she would never use it - teachers weren't allowed to hit students - but that didn't stop the look of fear in his classmate's eyes when she bent down to peer critically at their work.

As Harry struggled to remember whether accounts payable or accounts receivable was supposed to be debited, his thoughts kept jumping from the General Ledger to the street's of New York where they roamed dark alleyways and sewer tunnels.

"Debit accounts payable," he muttered, scratching his pencil against the paper.

*SHIELD's already scoped New York and Manhattan up and down,* his brain supplied.

"Erm...credit cash? Yeah - yeah, credit cash."

_Peter escaped near Brooklyn. Where would he go? Back to the city? Or somewhere farther away?_

"Wait - was I supposed to debit that?" He erased the letters on the lines and tried again.

_Sewers seemed like a good bet. They're dark, easily maneuvered if you knew what you were doing. Plenty of good hiding places._

"Debiting the sewers, credit the - wait..." he paused and shook his head, crossing out the spot where he'd wrote "sewers" on the line. Ugh, darn it.

At least he wasn't the only one struggling. A student near him muttered angrily, clutching his pencil tightly in a fleshy, meaty grip. He was grumbling about numbers and replenishing cash, and Harry couldn't help but feel relieved that he wasn't the only one lost.

After a moment, the boy growled and dropped his pencil on the desk, glaring daggers into his paper. He was a bigger fellow, taller than everyone in their grade and just as big. One of the football teams best players. His name was Kenny McFarlene, but he went by Kong among the school. The only one who ever called him by his first name was Principal Coulson.

He and Harry have never talked much. But then again, they've never really felt the need to. While Harry was popular among the school, sports - especially football - wasn't really his thing. The jocks ruled their own little level, and Harry his. The lines just never needed to be breached. Which made it all the more odd when Harry found himself leaning forward and tapping one of the lines. "Uh, I think that's supposed to be credit."

Kong looked up at him, squinting as if he wasn't seeing right. Once he felt assured it was Harry who was talking, his lips pressed together and for a moment Harry was worried he'd just tell him off. Then, his expression softened and he looked back down at the paper.

"You think so?"

Harry nodded. "Yeah...well, I think so...see, um, you debit something when its taking money, usually...I think. Kind of like here where money is being used for expenses. You debit the Rent Expense because it's taking the money, and you credit the Cash because it's losing money."
"Oh, um...okay," Kong quickly scribbled something else down, before beaming at his paper as if he'd just received a wise piece of advice.

Harry settled back in his chair feeling a little better.

But no sooner was he back to swimming through cash accounts and expenses, was Kong back to his grumbling. Harry could ignore most of it. Until he caught onto one word.

Flash.

"I bet Flash doesn't have to do this," Kong muttered irritably, "Got a frickin athletes scholarship, the lucky bastar-"

"WWhoa, scholarship?" Harry interrupted his work completely forgotten.

Kong looked back up at him. "Yeah, he got some athletes scholarship to some fancy school upstate. Come on, why else would he leave the team?"

Harry was fully aware that Flash has been gone, but until now, he hadn't heard the story SHIELD cooked up for him. He should've guessed it was a "scholarship." Just like Peter, Flash was "accepted" into a special, private school in upstate New York. Rather than science likes Peter's, it must've been athletics.

"Oh yeah," he murmured, nonchalantly leaning back in his chair. "Sorry. Guess I forgot." Kong grunted. It was quiet for a moment or two before he looked back up again.

"Hey, didn't that little nerd get accepted into a school too?" he asked. "Puny Parker?"

Harry grimaced. "Yeah, he got accepted too."

Maybe he noticed the grim look on Harry's face, but suddenly a thick arm was thrown around his shoulder and Harry was brought into a stinky, sweaty half-arm hug. "Hey, they'll be back soon...maybe..." Kong tried to reassure him. "You were friends with the nerd, right."

"Peter," Harry corrected him, shrugging the arm off. "His name was Peter, and..." he looked down, fiddling with the corner of his paper. "yeah I was. Er - I am. I am still friends with him."

Kong looked down too. "But they'll be back," he repeated. "They're Midtown Tigers, and Midtown Tigers always come back! Besides, the team's been getting crushed since Flash left. It'd be nice to have him back for State."

Yeah, Harry's heard about the less-than-satisfactory performance the basketball team has had since Flash left. Same with the football team earlier in the term. The team was holding up just fine on their own, but there's definitely been a decline in team morale and performance since Flash's "scholarship." Which was a shame.

Flash was probably having a blast at SHIELD Academy and all, but Harry would bet his Patrioteer armor that the jock would love to rejoin his team on the court at least one more time.

If the circumstances were different, maybe he'd even suggest that Flash do so. But there was too much going on right now. All hands were needed on deck with Peter being gone.

So instead, Harry just nodded in agreement.

But it seemed Kong wasn't quite down yet.
"Hey," he poked Harry with his pencil, "Are you still throwing that Halloween party this year?"

Harry refrained from laughing. That'd be weird.

A party? Now? Yeah, right. Let's just shine the spotlight on the Osborn family even MORE. That'd work out splendidly.

Like Harry didn't already have things to do.

But Kong also brought up a valid topic. There was probably a lot of people looking forward to the Halloween party. He's thrown one every year for the whole school since joining Midtown, and people never failed to express their excitement for next years party.

Peter always helped him plan it. Helped him pick out the decorations, and the food - getting all cross-eyed and queasy as the money stacked - and then they'd go pick out costumes together. Peter wasn't nearly as social during the actual party, but even with Harry as the host, they always had a good time doing it.

It made Harry's heartache thinking that Peter wouldn't be there this year.

"No," he told Kong, watching as the boy's face fell. "I don't think it'll work out this year. Sorry."

Kong slouched back in his chair. "Oh...yeah, I heard 'bout what's been going with your dad and stuff."

Harry didn't reply.

Kong sighed and bent back over the table. "Was just looking forward to it, though. Everything's been changing, you know? First Flash leaves, and the Avengers have been acting weird, and now no Halloween Party. Was kind of excited to have something fun to do."

Yeah...Harry felt the same way. He missed doing normal things, like throwing parties.

Huh...what happened to normalcy? He's thinking it shriveled and died around the time his father had become the Goblin, but even then he suspected that his childhood hadn't quite been normal before that either. Heaven knows a little break would probably - maybe even slightly - do him some good. He was big enough to admit that.

Besides, he wouldn't object to Peter's team tagging along too. THey've been searching for Peter, just like him, and while Harry was still bugged that nothing has been turning up, it seemed like they deserved a break as well.

But he couldn't, the time wasn't right.

Or was it...

No. It's not a good idea. He should just forget the idea.

But then again, it didn't seem like such a bad thing.

But the Osborn image. What would the media think?

That the Osborn's were confident in their innocence and that no legal matter was going to bend them into compliance.

Hmmm...
Harry slammed down his pencil, mind made up.

"Hold up, Kong," he said. "Maybe the party will still happen."

"YES!"

Both of their grins broke however when Ms. Colette was suddenly looming over them, striking the rulers against her palm, and they quickly bent down to finish their work. But Harry was too excited to worry about her. Now, he just wanted to run the idea by MJ to see what she thinks. He appreciated her input probably more than anyone else he knew.

The class was taking its dear sweet time though. As the clock ticked and the class stretched on, Harry found himself doodled on the side of his paper. First a pumpkin, then a bat, a few party banners and confetti over the word "Account," then, in a corner, a dark lurking figure with twisting colors and a long curling tongue.

He stared at it for 5 whole seconds, erased it, and drew a smiley face in its place.

He tried to ignore how sad it still looked.

Chapter End Notes

Oh, Harry. Poor lil' boy is struggling.

Thank you, everyone, for your love and support! 3 3 3 THis story wouldn't be so far without you! :D

ALSO! One last VERY IMPORTANT THING!

So, I've started writing another Spider-Man fanfiction (I know - I know) BUT I've already started writing it and Part 1 of the story is complete! I can start posting now if you guys want to read it, and it will give you 100% assurance that there will be a chapter every week until Part 1 is done. More updates will come depending on how soon Part 2 is written - which is already in writing ;)
So, please, give me input! Would you rather wait till the story is complete? Or have it now with it 1/4 of the way done?

Anywho, check out my other update to "The Ballad of the Spider!" if you're following that one! :D

-OfficiailUSMWriter
Connors POV

He can't take it anymore.

This is it. He's done, he's over it. He refuses to go one more day putting up with this in-fighting. As if he wasn't already stressed out trying to find Nick Fury, locate Peter Parker, and keep this frickin organization running, he did NOT need this quarreling too. Honestly, if he has to break up one. More. Fight, he's throwing himself out of the nearest window.

In retrospect, he supposes he should be thankful that it's only been quarreling. The fights between the teens were mostly just a lot of yelling and insults - although there was select few that were just a hair shy of a full-out brawl, which was unwarranted stress Connors didn't want. The only reason the teams haven't full-out brawled at this point was because they were too pre-occupied trying to finding Spider-Man.

At least they could find SOME solid ground to meet on. So long as Spider-Man was the priority they would generally shove their hurt feelings aside for the sake of figuring out how to get him back.

Still, they were getting this close from hurting each other and Connors wasn't looking forward to having to break THAT up. His agents could get hurt, the Triskelion could get damaged, and both of those things included a LOT of money and a LOT of paperwork.

Why couldn't they just slow down and realize that, as supers, everything they did tended to have consequences? Consequences that would most likely involve others getting hurt.

A full-scale fight, aka his moment of dread, was creeping up on him. Like an assailant, he knew was hiding in the dark, whom he ignored anyway because addressing it would only get to the stabbing part quicker. But he couldn't just let it take its time either. He needed to peg this issue before it became a real problem.

Which is why he went to the experts on in-fighting and issues: The Avengers.

It wasn't hard to contact them, given that they were working as diligently trying to find Peter as anyone else, and while he didn't want to distract them he needed their help and was desperate enough to ask for it at this point.

Sitting in Nick Fury's office, in that high-leather chair, was always weird to him. It didn't feel right sitting in it. But he tried not to let his discomfort show as he leaned forward on the desk, staring at the illuminated faces of each individual Avenger. The call had been a bit short notice, but every single one of them was bright-eyed and awake - despite the fact that it was nearly midnight. He cleared his throat, trying to swallow down the coarse edge of his voice as he addressed them.

"So...we've got an issue..." he started.

Tony Stark, who had been tinkering with something in the background, instantly went board-stiff. He leaned forward in the screen, face pinched and worried. His eyes were dark and heavy, hair messed, and shirt disheveled. Connors barely had time to wonder whether Stark had slept at all the
last few weeks before a barrage of questions hit him in the face.


"Whoa, No - no, not that." Connors quickly interrupted him, wincing when Tony looked back at him with weary eyes, suddenly pinched in irritation now that he knew it had nothing to do with their biggest priority. "It's...it's about the teens. They're the issue."

Tony's eyes lost their hard edge.

Natasha folded her arms, a single eyebrow arching up her brow, but otherwise she - oddly - didn't look all that surprised by the news.

Below her, though, Clint shrugged. "They're teenagers. When are they not the issue?"

Connors leaned forward on the desk, hands clasping over his chin and mouth. He took a deep, heavy sigh and wiped some of the exhaustion from his eyes onto his pants. "They've been fighting a lot lately. Each other, I mean. Arguing almost constantly, and it's becoming a problem."

"Once again, these ARE teenagers were talking about," Clint said, but Connors noticed a slight shift in his attention, the same kind of attentiveness he saw in Natasha.

"What are they arguing about?" Steve asked, concerned.

Connors waved his hand as if wishing they could gloss over that part, but figure that telling them the whole story went on par with asking for their help. "Well, I suppose you all heard about the, uh...incident with Hydra and Scarlet Spider not so long ago."

Another shift in the group, all attentions were captured. He could already see Tony Stark running it through his mind, probably already figuring out what the issue was.

Sam spoke for all of them, "Uh, yeah. We know about it - how's that been going?"

"It's the problem," Connors stressed, "After that whole mess the teams have, you know, somewhat accepted Scarlet Spider back in the group. For the first few weeks, at least. But they've been skeptical, you know."

"As would be expected," Natasha said. "They were stabbed in the back by someone they trusted. That kind of hurt is hard to look over."

"I know - I know," Connors said, mostly to himself, "It's just, well...ever since Spider-Man's disappeared, its gotten worse. He's always been kind of like the bargaining chip for them, you know? He kept everyone easy and assured, kept Scarlet Spider in the group, but now that he's gone..."

"They're starting to get edgy again." Sam offered for him and Connors nodded.

"And ever since they saw those videoes it's only gotten worse. The teams' split in two -" the Avengers gave each other knowing glances at that - "and they're refusing to settle it. Half of them are still angry with Scarlet Spider, might even want him off the team, and the other half want him to stay. And - and I don't know how to get to them anymore. They're not listening to me, and it's becoming a problem. They can't keep going on like this, they're becoming a danger to the Triskelion."

Sam nodded solemnly with this news. He stared thoughtfully down at something, before looking back up, troubled. "Maybe we can talk to them. You know, see what we can do."
"No," Steve said, shaking his head, "That won't work," he looked up again, adding when he got inquiring looks, "Back in my army days, I - uh, used to go around the camps to...inspire troops, I guess. I hadn't been in any battles at the time, and the troops didn't listen. Gave me a tough time, to be honest."

"Yeah, but we have been through this same thing," Sam said. "You know, when you and Tony went all..." he made an awkward fighting gesture, concluded by a half-hearted finger explosion.

"True," Tony shrugged, not even caring to deny it. "But this is different. We're their superiors, the Avengers. They're not going to see themselves in the same light as us, and they're definitely not going to listen - believe me. I can't tell you how many adults tried to 'talk about my problems' with me, it'll only make them feel worse."

Steve nodded.

"Then...then what do we do?" Sam asked.

"I suppose its safe to assume everyone else has noticed the grudge the teens have on us," Natasha said. "Particularly with the Ultimates."

Clint blew out a hard breath, nodding widely. "Oh yeah," he said, nose pinching as if he'd smelled something unpleasant. "Kind of hard not to notice, I'll be honest."

"We already tried to sit them out of this mission," Natasha continued, "So their trust is already hazy. We need to fix this problem, but we can't talk to them. It'll only make it worse."

"Once again," Sam said, "Then what should we do?"

"They need someone they can talk with. Someone who won't judge them and will listen. I have a feeling they just have a lot they need to vent out." Steve said.

Tony snapped his fingers, "Get them a therapist."

Connors thought that over. "Do you...do you really think that would work, though?"

"They probably won't like the idea right away," the genius admitted, "But I think they really need it. Here, I can send you the number to my therapist."

Connors balked. "You have a therapist?"

Tony smiled smoothly, not at all put off by Connors abrupt response - who silently berated himself for saying anything at all. "Of course. It's tough being in the superhero biz, Doc. Shit goes down and if it's tough for a bunch of war-heavy adults, you can bet your bottom dollar its going to be tough for a bunch of teenagers. We're only human after all. Well...most of us."

"Don't worry, she's really good," Steve assured Connors. "She really knows what she's doing, and she's expanded her education to help people who've gone through extreme trauma."

"She's very nice," Clint supplied, fiddling with something off screen.

"Yeah, she helped me out a lot too," Sam admitted.

Natasha nodded in cool agreement.

"You - you all go to her?" Connors asked.
"Yeah man," Clint said, "Like Stark said, we're only human. I only pretend I'm otherworldly."

Sam added after him, "Besides, there's no shame in talking to a therapist."

Connors leaned back in his chair slightly, rubbing his chin. "I - I think its worth a shot," he said, after a moment. "Yeah - I think I'll try it. Thanks."

Tony nodded, "Here, I'll send the number right over then."

"Hey, if you need anything else just call," Steve said. "I know the teens probably think we're out to get them, but we're not. We just want to make sure they're okay."

"I know," Connors smiled, "To be honest, I think they know that, they just don't want to admit it." He got up from the chair, feeling a little less stressed. He was breathing a little better now and didn't feel like he was one question away from combusting all-together. The wonders of having an actual game plan.

The Avengers all bid him good-night and their screens disappeared. Not a minute passed before Connors phone dinged with a message from Tony Stark. Huh, he hadn't even given him his number.

He stared at the name above the number, rolling it around in his head. He only wanted what was best for these kids, and if this therapist was it, then he'd give it a try. Besides, the Avengers seemed to trust her.

Not wasting a second, Connors punched the number in and waited till the beeping stopped and a voice answered - realizing too late that it was nearly midnight and he might be waking her.

"Ah - yes, sorry. Is this Dr. Kafka?"

Chapter End Notes

Look who made another appearance! :D Hey-o Dr. Kafka! Wassup, my dude?

Peter's chapter is next! WHOO-HOO!

I don't have that much to say honestly, aside from chapter 2 of "Rising Fatality" being updated today as well. Go check that story out if you're looking for some more Ultimate Spider-Man angst!

HAPPY - UPCOMING - THANKSGIVING FOR THOSE WHO CELEBRATE THANKSGIVING!

-OfficialUSMWriter out!
Here we are! I'm very excited for this chapter, guys. Very excited. We're moving along! *does a giddy dance*

Just a little note, my writing gets kind of weird and has numerous convention errors and grammar, but it's all on purpose to fit the story. Hope you enjoy! :D

See the end of the chapter for more notes.

Peters POV

Peter almost couldn't believe his eyes when he woke up staring down at a street, while hundreds of feet in the air. It took a moment or two for him to realize why everything was upside and where he was before it hit him.

They were in Manhattan.

Possibly even more surprising, if the sun was anything to go by, was that it around midday. So used to being drawn out of sleep when it was dark, the sudden sunlight was startling.

The symbiotes lurked behind him, still withdrawing so that the cobwebs of his induced slumber faded. When he was wide-awake, they switched to watching him eagerly; he was under the vague impression that they wanted him to see where they were at.

Under the protection of the symbiotes, everything outside was quiet, as if the entire world had been put on mute just for him. Not even the wind, usually buffeting him with their strong billows, couldn't make it past the impenetrable cover of his body. He couldn't feel the chill of being so high up, or the tug of the wind, but experience told him it was there. Just the same, he could imagine the traffic noise below so vividly, he didn't even need his ears to hear it. The music of the city was in his head, like a song downloaded into his brain, playing for him so he could hear each honk, screech, siren, and gust of wind.

For several long minutes he couldn't speak - and even if he had the ability to, he wouldn't know how to voice the splendor blooming in his chest.

He's been watching these buildings from afar for so long, only ever getting closer when he woke up, so it was absolutely surreal that they were finally here. With the symbiotes and their obsessive paranoia, he feared he'd never enter the city again.

But he was here, in Manhattan. He was so close to home he could taste the familiarity on his tongue. He was THAT much closer to New York, where Midtown and Queens resided. Just a hop, skip and jump away.

The burst of affection hit his chest so suddenly, and so intense, it made his throat choke. For - for weeks it had been nothing but walls, and whi-, and running, and pain, and now he was finally here. In one of his cities, his terrain, where he'd swung among these very buildings so many times before.
It was overwhelming.

The symbiotes, however, converged on him quickly when tears welled in his eyes, fretting around in panic.

**What issss wrong?** Venom pressed, circling around his mind worriedly, like a parent fussing over a child.

*Hosssst isssss upset.* Carnage moaned woefully. *We upssett hosssst. We knew thisssss wasssss a bad idea.*

*Parasssites,* Anti-Venom hissed at them reproachfully, though he was shriveling in guilt too. *Hosssst issosssh hurting.*

~No, no,~ Peter projected on them quickly. He wasn't upset, he was just so...so happy.

*Happy?* Anti-Venom repeated as if it were a foreign term.

Yes, happy. Incredibly happy. Being back among something so familiar was calming. It was almost like stepping into his hometown after being gone for years. It was a feeling comfort and ease that could only be born through home.

Still, the symbiotes kept close to him, as if just to make sure. When he made no signs of being sad or angry though, they slowly eased up, and after several minutes they were preening happily amongst themselves. Smug and satisfied with what they've done.

They stayed like that, crouched so up high on a ledge that they could be mistaken as nothing but a large bird to the people down below. Peter could've stayed up there all day, but as time ticked on, he noticed a shift in the other three beings sharing his body.

While still happy with themselves, but they were getting twitchy and agitated - something Peter's noticed they've been doing a lot lately. Roaming restlessly around his mind, shaking themselves like agitated beasts.

He frowned.

**Hungry,** Venom answered for him when he inquired what was wrong. *We need food.*

Carnage and Anti-Venom growled in affirmation, still prowling.

Huh, Peter hadn't known the symbiotes required food. Flash never mentioned needing to feed his symbiote, and he, personally, has never been bonded to one long enough to find out.

Then again, they were *living* beings, despite being created from his blood, and all living things needed to sustain themselves somehow.

Well, in that case, he supposed they should eat something soon. To be honest, he was feeling rather guilty he hadn't noticed.

The symbiotes perked immediately at the suggestion of food, pushing up to the forefront of his mind like a bunch of puppies eager for a treat. Venom took the wheel this time, standing them up diagonally on the wall before jumping off, and swung down quickly to the next building so they weren't out in the open for long. *Ven* then, they didn't stick around and dropped into the closest alleyway, crawling quietly along the dank walls. For once, Peter was glad he couldn't smell anything. The piling heaps of trash that overflowed with rotting food and old garbage probably smelled worse than they looked.
They slowed their progress toward the alley opening, keeping close to the shadows so that none of the walking civilians outside would notice them. They licked their lips, claws digging into the walls in anticipation. Peter noticed a food cart on the street corner and his own stomach grumbled.

When was the last time he ate something that wasn't rice and milk? It seemed like forever ago. New York hotdogs, while sometimes toxic or magical - he was always paranoid about free food turning him into a pig thanks to Loki - still sounded like absolutely bliss right now.

But there was no way they could go out in the open like this. They'd start a panic without a doubt, and that would likely lead to the symbiotes hurting someone.

No, they needed to stay incognito.

The symbiotes hummed in agreement. As hungry as they were, they were too weak to properly handle a hoard of people without going off their knocker.

*But we could,* Carnage was all too insistent to add.

Still, Venom crawled them back up the building, raced across the next rooftop and peered down into that alleyway. There was nothing suitable in there either, so they went to the next one.

This one was not empty. Inside, a dirty, ratty-looking man was huddled inside a large cardboard box, hugging his coat tightly around his arms. He was positioned at the end of the alleyway, subtly hidden behind a dumpster, probably so no one would attack him in his sleep.

Peter frowned, felt a twinge of pity for him and his living conditions, but expected to move on. Rather, the symbiotes hummed in excitement. They buzzed as if shot with adrenaline and crept down the wall toward him. Peter followed their progress, eyes narrowing suspiciously.

They were right above the homeless man, who still hadn't stirred.

**Food,** the symbiotes hummed in unison, and their jaw opened, unhinging like a snake, going down over the man's sleeping head.

Peter only had seconds to gasp and wrench them away. The symbiotes screeched at his sudden rebellion, jerking up the wall in surprise and knocking into the fire-escape bars just above them. The homeless man jerked in his sleep and scrambled to his knees blurrily, wielding a broken tennis racket that he swung blindly, yelling, "Back 'way, back 'way! I'm warning ya!"

When he hit nothing, he blinked his eye hazily and got rid the daze-like film over his face. He looked around the alleyway in confusion, scratching his head, then ever so slowly looked up. It was like in those myths Peter learned in History class.

The man froze as if turned to stone by the symbiotes twisted version of Medusa. His face morphed into one of absolute horror and the tennis racket in his hand slipped, hitting the ground with a distracting *CLUNK!*

He stared up at Peter and the symbiotes, at their claws still sunk into the wall, their jaw still wide open and unhinged, large enough to devour him whole.

His chin stuttered, mouth falling open and close as if to say something, but without the assistance of his voice, it shook uselessly.

However, he found it again quickly, and seconds later gave a loud, hair-raising shriek that seemed to carry boisterously along the walls.
The symbiotes growled, spiking anxiously with the sudden noise and lunged for him. Peter barely managed to catch them again and wrestled with the symbiotes for control just enough that they knocked into the homeless man without killing them.

The man shrieked again, hitting and kicking them panic-stricken, and scrambled out from under them. He crawled a small distance across the ground before stumbling to his shaky legs and making a run for the alley entrance. Out on the streets, people were turning their heads and staring warily into the alley, trying to pinpoint the commotion.

With their prey gone, Peter stopped struggling. As soon as he withdrew, the symbiotes whirled on him, hissing so angrily he recoiled as if he'd just been punched in the jaw. They were growling, hissing and spitting so vehemently that it made his skin crawl and heart lurch into his throat.

Their voices clashed into one, enormous pile of fury that attacked his brain like dozens and dozens of hot needles. He couldn't make out any individual words, but their message was painfully clear.

They were extremely upset that their food was gone.

But - but they couldn't eat people. That was...that was murder, and that guy was innocent. He didn't deserve to be eaten, homeless or not. Peter thought they were going to raid a hotdog cart or something. He prepared his guilty conscience to illegally take street food, not eat an innocent person!

Apparently, he misread this situation entirely.

The symbiotes only hissed more vehemently, ignoring the boundaries they normally allowed him and came in so close it was smothering him. He tried to recoil from their backlash, but given that he had nowhere to go, it didn't turn in his favor.

In fact, it was getting painful. The burning pain he got whenever the symbiotes fought was back. The only difference this time was that they weren't fighting each other, but with him. This was new territory and he wasn't sure what to do about it.

Instead of fighting against them, he clammed his eyes, trying to imagine that he was anywhere but there. He tried to imagine that he was at home, in his bed, dreading the moment when his alarm clock would go off. But no matter how willfully he pretended the hissing was just wind outside his window, he couldn't get rid of the trapped feeling in his chest.

After a bit, the symbiotes withdrew again, gnashing and snarling to themselves as they pouted. Grumbling angrily at him whenever they bothered to look his way again. Meanwhile, Peter took the calm moment to take deep breathes, trying to settle the painful weight on his chest.

~We - we need to find an alternative,~ he told the symbiotes when he could breathe properly again. ~We can't eat people.~

*Then what issss there to eat?* Carnage demanded.

~I - I don't know,~ Peter admitted, which only earned him another irritated hiss. But it was the truth, he didn't know. He had no idea what the symbiotes needed, he had no idea why they wanted to eat people in the first place, and he had no idea what he was going to do to keep from them doing it.

Hungry, Venom grumbled. **We are hungry. We need food.**

Now that he understood. He needed food too, but he would starve himself 10x over if it meant eating people. That is where he put his foot down.
What about ussss, Anti-Venom gnashed at him. We need to food. We keep Hossst ssssafe, and to do that we need energy.

Peter shuffled awkwardly or would've if he could. It's true that the symbiotes, while terrifying, have been keeping him safe. Despite numbing him, forcing him to sleep, and controlling his every move, they have been keeping him away from harm, healing his wounds and keeping him strong.

They needed food just as much as he did.

But eating people was not an option either.

A wild thought came to Peter, one that he knew the symbiotes wouldn't like.

~Maybe...maybe you should let me take the wheel,~ Peter offered timidly. ~I'll find you guys something to eat.~

The symbiotes stopped moving.

What? Venom demanded.

~Let me do it,~ Peter insisted. ~I can find you guys something, I know different places we can eat.~

No! Anti-Venom shot back, right off the bat.

Abssolutely not. Carnage seethed.

Hossst iss sssstill healing, Venom said.

But they can't keep him like this forever. He needed to get out and move. Besides, they could get into more places if it were just him on the streets, not an immense, sharp-toothed creature with claws and bloodlust.

Not a good idea, Anti-Venom fumed. Hossst isss ssssstill hurt.

But it was the best option they had. And - and if they didn't and tried to eat people again, Peter would fight them. He would fight back constantly so they couldn't put him to sleep. He'd fight back every waking minute if they so much as looked at someone the wrong way.

That didn't seem to sit well with the symbiotes either.

~Please,~ Peter implored when they didn't answer right away. ~I know it sounds kind of far-fetched, but it could work.~

Outside, they still hadn't moved from their position on the wall, and people were beginning to step in to investigate the commotion. Anxious that they'd get here before the symbiotes left, Peter pressed himself into them willingly, which seemed to surprise them.

Finally, Venom spoke. If Hossst thinkssss he can...

~I can,~ Peter assured it.

Carnage seemed less than happy about it, but said, ~Perhapsss...~

Anti-Venom only growled in furious anger.

The people were coming in closer.
When they were in dangerous range of them, Venom finally snapped up, as if noticing the presence of the people for the first time. For a moment Peter was terrified that it was going to attack. Instead, it growled and lurched up the building wall - people shouting in surprise from below - and crawled quickly up into the shadows and onto the next rooftop. They settled under a water tower grumpily. Peter waited silently, feeling like a child waiting for his parents' permission, until finally, the symbiotes growled.

**Fine, Venom decided. Hosst can find food. For a little while.**

Anti-Venom harrumphed, and Carnage grunted, but neither had anything to say. Peter stared back at them in shock, surprised that they'd given in so quickly. But then a burst of excitement hit his chest and he nodded eagerly. Still, as if hesitant, the symbiotes timidly climbed out of the water-tower, peered behind a deserted building and dropping onto the concrete, just out of view of the street. Begrudgingly, they withdrew from him. He felt himself shrink down to his regular size, felt his mind get pushed forward and suddenly he could move his limbs of his own free will. The claws retracted, the fangs disappeared as if they were never there, and seconds later he wasn't looking at the world through their eyes. The symbiotes wrapped themselves around him snugly, morphing into articles of clothing that would go unnoticed by the crowds. Even after they receded physically, Peter stood frozen in his steps, staring at his free arms incredulously. He flicked his wrist, moved his fingers, shook his arms and kicked his feet lightly, testing them all out. The weight of the collar still hung from his neck, hidden beneath the heavy collar of the shirt Anti-Venom hid himself as, but it was a minor thought compared to the rest of his wonder.

He still couldn't hear anything though. Couldn't feel anything, either. The symbiotes haven't given him his senses back yet. Internally, they huffed and began to pull away from those too.

Numbly, the symbiotes push him forward when he didn't move on his own, nudging him to walk. He made it to the mouth of the alleyway by the time he snapped out of his daze. Taking a deep, pleased breathe he stopped by the concrete and looked out into the busy street. In that moment the rest of his senses came back and hit him HARD. Almost instantly he doubled over, clutching his head as every car horn, shout, and patter of feet smashed into his head like a truck going 60. Having gone so long without sound, it was if someone was drilling a nail straight through his ears into his brain. The only reason he couldn't shout in pain was because of the collar. Teeth gritting, he tottered back into the alleyway, eyes squeezed shut and hands air-locked tightly over his ears. The symbiotes rushed to engulf him.

"NO!" HE shouted, and realized he still couldn't speak and shouted it in his thoughts instead. The symbiotes halted, just shy of covering him completely, and shuffled twitchy. Gradually, they withdrew but were restless, ready to take him over within a moments notice. Peter leaned his head against the building wall, pushing his forehead into the hard outside as he held
his ears. He dropped slowly into a crouch, bunched tightly in on himself, and waited until he was partially adjusted to the noise before he steadily stood back up. Timidly, he unclamped his hands, wincing when soundwaves slammed into his head.

It was still loud and uncomfortable, it made his head hurt, and the muscle just behind his right eye was aching, but he could handle it. He was fine. He could do this.

Steeling himself, he took a determined step outside onto the concrete. Without another thought, he marched into with the crowds, fortunately lighter near this part of town, and adopted a deliberate stride.

He was barely 5 feet down the sidewalk when it all went downhill again. A burst of white light flashed from a screen to his right, a toothpaste ad perhaps, and he jerked away on instinct. His feet, while normally steady and firm, wobbled like rubber and he stumbled to the side, knocking into several people who pushed him back with an angry yell.

Peter tried to get his bearings back but suddenly everything was...everything was...

A hot metal clamp grabbed his chest, an iron band that got tighter and tighter till he was wheezing for breath. Everything was moving too fast, it was too loud, sounds, sights, another flash of white that sends his heat ricocheting into his brain.

It's too MUCH. The taste of car exhaust and pollution is heavy in his mouth, almost dripping from his tongue. It's too thick and rotten to swallow. Each burst of light sears across his eyes and burns his retinas. The smell of the crowds, of sweating bodies, is like cotton getting stuffed up his nose, and he's gasping for breath now.

Someone grabbed his arm. "Hey, are you alright sweetie?"

The touch feels like death and he wrenched his arm away, clutching it close to his chest as if it'd been burned. He stumbled away from the voice blindly, bumped into more people, with his mind racing too fast to perform coherently.

He couldn't see anything. There was - there was bodies, moving, speeding, walking, dark figures...brain is muddled...body is broken...can't - can't function. He - he can't, he can't, he can't, he can't, he can't, he CAN'T!

So - so many things, thoughts popping into his head like bubbles in a soda can. They're moving to fast, so loud, painful.

Everything is blurring around him, he thinks it's his brain churning his thoughts, but his face is wet and stinging, so maybe its tears.

There were things...

Somethings.

No things. Nothings. People, watching him. He can't see, he can't breathe.

Bodies circling him, noises, voices. Are they in his head? Are they out there? Did - did someone just laugh?

A cold, hoarse laugh. The laugh of a madman.

He needed to get out of there, he needed to move NOW.
And that's what Peter did. He moved.

He RAN.

Ran as fast as he could on shaky, weak legs, using nothing but his spider-sense to guide him through the mass of bodies. It told him when to move, when to duck, when to jump to the side, but ever so often he bumped into a body anyway.

Spidey sense was good. Spidey sense was safe. It understood. It knew where he needed to go.

It was telling him to dodge that person, jump over that car now, good, good, now faster, faster, faster, there you go, you're getting it. You shouldn't be on the ground.

He should somewhere else, somewhere up high, away from people, and danger, and bad things, and white, and things, and bats, and red - SO MUCH RED. WHITE - IT'S CONSUMING HIM, HE NEEDS TO GET AWAY NOW!

He barely has enough sense to run between two buildings before he jumped and climbed up the wall. He goes faster than he ever has before, and within seconds he's on a rooftop.

Not high enough.

He keeps going. One arm in front of the other, step after step, legs moving, eating every inch of the wall. He's on another rooftop.

Not high enough.

Moving again.

Another rooftop.

NOT. HIGH. ENOUGH.

More, more, more. He keeps moving, minds racing, he's biting his cheek so hard he can taste blood in his mouth. Something is behind him. On him. Running over limbs and encasing his body.

His heart beats with trepidation, beating its fists into his ribcage, and it makes him move quicker, needing to get away from it.

So - so many noises in his head. Something is growling, talking, hissing - something sounds worried, but he can't hear it over the sound of his heart pumping and his breath coming in wheezes from his chest.

It's on him! It's covering him! He can't see, he can't move, he can't - he can't...he's covered completely in black, red, and wh-. The voices are louder now.

**Hossst,**

**Hossst, isssss sscared.**

**Jusssst breathe. Breathe, Hossst.**

**Hossst isssss ssssafe now. Hossst isss ssssafe.**

They're in his head, the white - the wh-. It's in his head, he can't get it to go away. It's NOT GOING AWAY!
It engulfs him.

As soon as he's covered they press closer and suddenly...suddenly he can't feel anything. His thoughts...they're gone. They were there, but now...they're simply not. His heart slows, his breathing levels. He's...calm.

He's...he can think straight again.

The symbiotes...the symbiotes are here with him. They were the voices. They took control of his thoughts again, blocking the bad from his head, calming his body so he wasn't a breathe away from a heart attack.

Peter takes in a deep breathe, leaning into them, *falling* into them. For once he's actually grateful.

He takes a few more breathes, stops, tries to think about what just happened, takes some more breathes, and then feels the urge to hit something.

What - what was *up with that*? He was fine for a minute, and then everything had gone to crap. He didn't think he'd go into a full-scale panic! He thought it'd be easier. It was just *walking* down the street, it SHOULDN'T have made him freak out like that.

He wanted to hit his head into a wall. He would've if he could.

Why couldn't he just be okay? Why can't his stupid body, and his stupid brain, and his *stupid* emotions just straighten themselves out? It was walking down the street. It was one of the simplest things to do, and he couldn't even handle *that*.

*Hossst issss okay with ussss*, Anti-Venom reminded him.

**We keep the bad away**, Venom agreed. **All the ssssomethingsss, all the bad, we keep from Hosst. We make Hosst feel better.**

**We make Hosst ssstrong**, Carnage said. **Keep Hosst sssafe.**

They were right.

If he had tried to escape without them, he would've been caught immediately. He'd be trying to get from the whi- and the bad, and he wouldn't have been able to get halfway.

The only reason he was semi-functional right now was *because* of the symbiotes.

**Hosst won't do that again**, Venom said.

Peter almost agreed, but...couldn't quite bring himself too. While a panic-attack was far from ideal, at the moment when he'd been in control again. That bliss he felt when he could wiggle his toes and stretch his arms of his own free will.

Perhaps if they just took it little by little. Let him walk by himself, so long as they were plugged into his head. If they could keep the *bad* thoughts away, he would be okay.

Besides, he didn't want to stay confined in the symbiotes anymore. He was restless too.

~Can we...try again?~ Peter asked.

The symbiotes all looked at him, perking in surprise.
Hossst ssssaid 'we,' Anti-Venom murmured, softly. Hossst called ussss 'we.'

Peter blinked. Well, yeah, they were technically a 'we' now, right?

The symbiotes quivered, preening so happily he thought they would burst into song. Any anger they had toward him for interrupting their meal was forgotten as they nestled into him a little closer - though Anti-Venom not as close when Peter winced.

The prospect that he considered them all a "we" now seemed to lighten their attitudes immensely.

*Perhapsss we can try again,* Carnage murmured. *But we will keep Hossst clossse. Mussstn't let Hossst get hurt.*

Venom hummed in agreement.

Tired, they settled Peter on the rooftop, sitting down on the floor so they could rest their head on the ledge. It was quiet up there. Peaceful. They watched as the sun descended farther into the sky, brightening it beautifully, then darkening it just as quickly.

The moon came out, without the aid of its hidden stars, and New York burst to life in its artificial light. Peter laid his cheek on the ledge, taking a deep inhale before he realized he was the one controlling his body again.

Thee symbiotes were behind him though, watching carefully, as if he might crumble if they breathed wrong.

Instead, to his and they're miraculous surprise, he smiled. An honest, genuine smile. His first one in over 2 weeks. The lip movement felt so foreign it almost like a grimace, but it was nice. Really nice.

Hosssst musssst ssssleep now, Carnage finally piped up when the night continued to tick on.

Peter blinked, surprised. They wanted him to sleep during the night-time now too? Guess things were changing.

However, he was kind of concerned whether he'd be able to sleep at all, given that he'd been sleeping during the day for days now. As it turned out, it wasn't a problem. The symbiotes pressed on him, shutting down his mind and body themselves.

He allowed himself to be pulled in, only this time - to his incredulous surprise - he didn't feel an ounce of dread when it went eventually went dark.

*Here is some fanart created by the amazing artist NW Nightwalker HP from ffnet!*
This picture is awesome! You can check out Nightwalkers deviantart page, they're deviantart username is NWnightwalker2121!

Chapter End Notes

*sings* Tada! :D

Look at that, emotional bonding between Petey and the symbiotes - how sweet.

Keep in mind, I also updated the next chapter to "Rising Fatality" which you can find on my profile page! WHOO-HOO!

I don't have any announcements to make so...cue the end credits!

-OfficialUSMWriter out!
"Should we use streamers, or are those too tacky?" Harry held up the old bundle of orange, yellow, and black streamers for MJ to judge. He was sitting cross-legged across from her, harboring an old box between is legs filled to the brim with colored paper. MJ sat opposite to him on the couch, legs also crossed, rummaging through her own box, but looked up to assess his question. She pinched her lips, tilting her head to the side as if to examine them from a new angle, and shrugged.

"I don't see why we can't use them," she said, going back to her box, "but what I don't understand is why you still have all these un-used plates," she withdrew a stack of plastic Halloween plates.

Harry snorted, "That was all Peter. You know how he gets. If something wasn't used you have to save it or else you're wasting."

"But you buy new ones every year."

"I know. That's what I said, but he doesn't listen. He's the one that packs them in the box, I can't stop him."

MJ tossed them back in the box with a snort, "Yeah, that sounds like him."

Harry scrounged through his box, pulling up roll after roll of streamers, before throwing his hands up and dumping the whole thing out on his feet. "I think I need to buy new ones. These ones are all torn," he held up a long strip of the thin crepe paper mottled with tears and holes.

Admittedly, he hadn't been too gentle when he took them all down last year. Kind of just yanked and pulled and stuffed them all in the box. But imagining the disgruntled look on Peter's face if he saw them now made him grin. He'd probably say they were still useable and absolutely forbid Harry to waste money buying new ones. That was the thing about Pete, sometimes he seemed to forget Harry was rich. And that he had a reputation to uphold. If he was hosting a party for the whole school, it had to be the best of the best. Which meant no torn streamers or old plates.

"We can head out to go buy new ones later," Harry said, sweeping over the mounds of old party decorations they were going through. He already figured that they would have to, but he wanted to go through the old boxes anyway, for Peter's sake. It was something they did every year, and while Peter insisted they re-use their old decorations, Harry always managed to convince him to buy new ones.

Besides, it was fun watching Peter get cross-eyed as their bill went up.

Harry picked up the streamers up dumped them back in their box, trying to ignore the pestering ache in his heart. Even talking about Peter hurt. He couldn't go an afternoon of party-planning without feeling the hollow interior of his chest bleed.

Things would be so much better if Peter was here party-planning with him and MJ. They always had a blast doing it, sometimes even more fun than the party itself. Somehow, even cleaning up later, Peter made it bearable. Which is weird, because he was also the reason Harry cleaned it up at all, and not the hired help.

But that's just how all the Parkers were. They saved money and cleaned up after themselves. Harry
figured that was just how they've always done it. Sometimes he forgot his friends weren't rich, which might sound bad, but it was still the undeniable truth. After growing up knowing that he had money for anything he wanted, it was hard to lift that gold film up over his eyes and realize that it wasn't the same for everyone.

So he tried extremely hard not to rub is wealth in anyone’s face. Yeah, sometimes he made passing jokes to Peter - like that he'll buy him a bus company so he wouldn't be late (which Harry could) - but it was all in good fun. Besides, it's not like Peter would ever accept it. None of the Parkers would. They liked earning things with their own hands and hard work, which could be extremely endearing as much as it could be irritating.

Harry couldn't count how many times Peter had a near panic attack when he bought him something expensive for his birthday. His birthday. Those shouldn't count! Just because the present was expensive, doesn't mean Harry was wasting money. He liked getting things like that for Peter, May, and MJ.

MJ never had a problem with it. So maybe it was just a Parker thing.

Harry chuckled softly to himself, feeling the ache alleviate a little. The Parkers were a good group of people, even if they wouldn't let him dote on them. He bundled the box up in his hands and headed toward the kitchen where he could dump them down the trash chute. Peter would be absolutely aghast, but it had to be done.

But just as he rounded a corner, Harry hit something solid and stumbled back, nearly dropping his cargo.

"Oh, sorry dad," he said once he was stable again. "Didn't see you there."

"Yes, yes, Harry," Norman brushed off, not even looking at him, with his phone pressed tightly to his ear. "No not you, I told you to get those news hounds off my back...No, I don't care...that's YOUR job, not mine..."

Harry rolled his eyes and skirted around his dad. Whoever was at the receiving end of his rage today, Harry pitied them.

"Oh, and Harry," Harry turned back to his dad, "I scheduled an appointment with Dr. Kafka. She'll be at that..." Norman paused, and put his phone from his mouth, clamping a hand over it just in case, "at that SHIELD school. It's at 1:00, don't be late."

Harry nearly tripped again, "But - but dad," he sputtered, walking after him. "I told you I didn't want to go. I -"

"Harry," Norman warned, "You are going and not another word about it. It's for your own good, and you will do it because I said so." With that, he turned briskly and walked over, before Harry even had the chance to argue.

He stood there for a solid minute, before clutching the box with new fervish and stomping into the kitchen. He thrust the garbage chute open and dumped the boxes content inside, before slamming it shut again.

This was so unfair! Harry didn't need to see Dr. Kafka again. He didn't want to. Why couldn't his dad just stay out of it and leave him alone, like he used to?

Almost instantly, Harry deflated. No. No, he didn't want that. He didn't want Norman to go back to ignoring him, and thinking of him as a disappointment.
But still, Harry was so...was so...angry. Dr. Kafka helped him, yes. But he wasn't in such a bad shape anymore. Sleep was...well, it wasn't coming any easier, but that could be fixed with time...he thinks. It's not like she could talk the nightmares away! Or - or make Harry stop jumping from shadows. It was all so...so...

Shoulder sagging, Harry grabbed the box with one hand and trudged back to the living room. MJ was still there, digging for treasure through their decoration boxes, but stopped once Harry slumped into the couch.

She didn't need to say anything, but Harry sees her peer into his line of vision.

"Ran into my dad," he mumbled. "Just had...a disagreement..."

She nodded, mouthing a small "oh," and disappeared from his view again. "So, what was it about this time?"

Harry's fingers curl into his pants and he wonders if MJ noticed that he stopped breathing. They were treading on a light subject now. He hasn't told anyone about his therapy sessions. MJ and Peter were his best friends, but, well, he just couldn't find the words to tell them. They were so strong all the time, and Harry...wasn't.

He couldn't hold a light to either of them Sometimes he wondered how he managed to get friends like them at all. Nothing seemed to knock them down, and then...there was Harry. Unable to go to school because he had a nightmare.

He's pathetic.

"Har?" MJ said, more concerned this time. "Are you okay?"

That's when Harry realized he was shaking. He swallowed the small block in his throat and shot her a wan smile. "Yeah," he squeaked, "I'm fine."

Oh, and there's that look. That look MJ gets whenever she knows that they're hiding something. Heaven knows how many times he's seen her give Peter that look when he blew them off.

"No, really, MJ," Harry jumps to his feet before she can interrogate him, "I'm - I'm fine. C'mon, let's get this cleaned and we can go shopping." He grabbed the closest box but halted when MJ's hand lands on his shoulder.

"Harry," her voice is excruciatingly soft. "You're not fine. What's wrong?"

He wants to claw his own voicebox out and replace it with a new better one. Cause a part of him does want to tell her. Gosh, he wants to tell her everything so he can at least get rid of this pressure on his chest, but every time he even thinks about it, an anvil falls from the ceiling and hits his head like in those cartoons he used to watch.

It must've shown on his face, or perhaps MJ was just some mystical divine being because she didn't pester him. Didn't try to pry his mouth open and force the words out. Instead, she pulled Harry into a
hug and told him it was going to be okay. And he hugs back feverishly, unable to voice how much
that means to him.

"Don't withdraw, Har," she says into his shoulder, "Don't tell me if you don't want to, but don't hide
it away either. It's gonna hurt you. Believe me. It'll hurt you every time," there's an urgency in her
voice that Harry's never heard before. A type of experienced lilt on her tongue that makes him think
she knows what she was talking about, and he hugs her tighter. "Do what you need to do to take
care of yourself," she continues, "it's okay to do that. Don't let the hurt keeping getting to you
without putting up a fight."

Harry nodded mutely. They stay embraced for a few seconds more before they break. MJ looks him
in the eye, smiles, and ruffles his hair, and returns her attention to the boxes.

After a minute or so of calming himself down, Harry joins her. They work in silence, but it's
comfortable. Sometimes you don't need to fill the space with words. Just a trusting presence.

To be honest, Harry felt as though he could trust Dr. Kafka. She's helped him so much about the
Venom incident, and the recent Anti-Venom incident. The thought of having to go to her again for a
third incident was daunting, and somewhat embarrassing if he were being honest. But maybe MJ
was right.

Maybe...he did need to take care of himself first.

He definitely couldn't help Peter when he was like this.

Silently, he made up his mind.

He was going to see Dr. Kafka again. Not because Stormin' Normin told him to. But because he
needed to take care of himself, so in turn, he could take care of Peter when they found him.

---

Chapter End Notes

WHOO! It's back! :D :D

I decided to update today cause its a special day!

My birthday! And I love writing fanfic, so what better way than to update one of my
stories? RM is back baby!

That's all I have for today.

-OfficialUSMWriter out!
Let's Talk

Chapter Notes

Oh my gosh! What? An update!

Hallelujah!

Sorry about such a long wait, guys. Things were happening, was updating different stories, encountered a stubborn case of writer's block, yada, yada, yada.

But we're back now!

Note: The author actually has no idea what goes on in a therapy session and based this chapter on her research and what she thinks might happen. If you've been to therapy and the way she depicted it seems off, please tell her and she will promptly correct it. Thank you! :D

Now read on!

See the end of the chapter for more notes

Dr. Kafka POV

Client: White Tiger

Therapist: Doctor Ashley Kafka

Dr. Kafka settled into the comfortable leather chair SHIELD provided her, crossed her legs, and glanced over her clipboard with the reports and information about her clients. Across from her on the long plush fainting couch, her first client sat straight up with her arms folded tightly across her chest. She had a white, tiger-print mask on, but Kafka was under the impression that the girl was glaring at her.

She tried not to think about that as she leaned against the armrest with a pleasant smile, "Well, how about we begin with introducing ourselves? My name is Dr. Ashley Kafka. You?"

The girl folded her arms tighter, somehow making her white bodysuit look down-right dark, and scoffed loudly, "My name should be on your paper," she said. "Why would I need to introduce myself?"

Kafka blinked. Well, that didn't usually happen to her, but no two clients were ever alike. She sat back and nodded, "Well, you're not wrong. I suppose it is a little unnecessary. But that's fine, introductions can be hard. Maybe we can just start off with anything that's bothering you. Any problems in particular that you might be having in your day-to-day life."
"Aside from this appointment, I don't have any problems," White Tiger glowered, "I'm fine."

Kafka hummed, glancing down at her file and skimmed through the summary of attacks, fights, and team-relationship issues White Tiger had been experiencing as of late. Kafka would’ve preferred to have her client tell her these things of her own free will, but Doctor Agent Connor insisted she have it. Given how much has been going on between the Academy students, Kafka was honestly a little relieved to have a report of what to expect.

"I was told that a member of your team was taken a while back," She settled on, after brushing through the events of the past few weeks. "Do you want to tell me about that?"

White Tiger bristled as if Kafka had suggested she pull out her own teeth. That was probably a sensitive topic. One they were getting to a little too fast. There would be time to get to that later. She opened her mouth to defer the subject, but White Tiger was already on a roll.

"All there is to know is that while I'm in here, doing this useless appointment, my friend is out in New York somewhere, in pain, and needing to come home. Something this appointment won't fix," she lurched from the couch and took two steps toward the door, but paused. Taking several deep breaths, she smoothed her dark ponytail and turned back around, sitting down with a cautiously calm ambiance. The green amulet around her waist seemed to glow somewhat maliciously.

"I already discussed these appointments with them," Kafka remembered Doctor Agent Connors saying when she first arrived. "You shouldn't have any problems."

Kafka refrained from snorting.

"This is all just a waste of time," White Tiger commented as if to make sure Kafka knew her thoughts on the matter as she crossed her legs and put her clenched fists in her lap. "You don't need to be here."

Kafka took a deep breath and scribbled down a few notes. Disappeared friend was a very sensitive topic. Noted. "Well, I may as well make the best of time regardless," she said, smiling politely. White Tiger was going to be a hard one to open up, she could already tell that much.

---

Client: **Powerman**

Therapist: **Doctor Ashley Kafka**

"Hello, Powerman, my name is Dr. Kafka," she held out her hand, but the boy sitting in front of her stared at it until she slowly let it drop.

Clearing her throat, she leaned back in her chair, "Well, how about we get started then. Please, get comfortable."

Powerman kept his stiff sitting position.

Kafka took a breath. "First off, is there anything you want to discuss, personally?"

He shook his head.

She nodded slowly, "So, do you mind if I ask questions?"

He shrugged.
"How's it been living in the SHIELD Triskelion?"

"Fine, I guess."

"Would you like to elaborate?"

"No."

"Okay. How about your teams? What's it like working with them?"

At that, Powerman dug his fingers into his arms, shoulders stiffening. "Fine," he said through gritted teeth. "It's great."

She had a distinct feeling that 'great' wouldn't be the word to describe it. "What's great about it?"

"Just working with them," he said briskly, "It's good. We're good. It's all great. Are we done yet? How long is this going to take?"

Sighing, Kafka looked over Powerman's information. "We have 45 minutes left of our session."

Client: Iron Fist

Therapist: Doctor Ashley Kafka

"Working with the teams are wonderful," Iron Fist said politely, "We hit barriers, as any team would, but we always find a way around our obstacles."

"That's good," Kafka smiled, "Sounds like it's a wonderful team."

He nodded, though his smile didn't quite reach his eyes, "Yes, they are."

"And as you said, any team is bound to run into obstacles. Are there any dilemmas with them right now?"

Iron Fist shifted his mediating, cross-legged position on the couch, and curled his fingers together in thought. "Yes," he admitted, slowly, "A rather big one, I'm afraid. A friend of ours is missing, and we're eager to bring him home." He looked at the clock. "I don't mean to be rude, but how long with this appointment take?"

"We have," Kafka look at the clock, "About 40 minutes to go. Sounds like it's been rough without him. What happened?"

But Iron Fist was back to looking at the clock as if wishing it would tick faster. "Forgive me, Dr. Kafka," he said, bowing his head, "but I fear my time is ill-spent here. Perhaps it'd be better if I cut my appointment early."

Client: Nova

Therapist: Doctor Ashley Kafka

"What happened to him is that he got nabbed by an old baddie and we need to get him back," Nova snapped, "What's the point in doing this anyway? Dr. Connors may think this is going to help, but it's not going to do anything. We don't need to talk about our feelings right now."
"Your impatience is understandable," Kafka conceded, "Sitting in here when you could be helping your friend is probably very taxing."

"No, it's irritating," Nova grumbled, crossing his arms as he slid down the couch, slouching over. "And dumb. And stupid. I could be scouting the city right now, but nooooo I'm stuck here."

"What can you tell me about your friend?"

"That he needs our help," Sam said, scowling. "That we're wasting time doing this. That I should be literally anywhere, but here." He stood up, almost surprisingly Kafka into dropping her pen. "Know what, I think this has been enough gushy talk for today. So I'm just gonna go."

"No, wait," Kafka got up as Nova stormed to the door, "We're not done, yet, we-" he slammed it shut behind him.

Client: Triton

Therapist: Doctor Ashley Kafka

"Spidder-Min was the thing that kept us all together, you see" Triton was saying as his webbed hands felt around the couch. The one he was supposed to be laying on. "We've all been rather on edge since his disappearance. What did you call this couch again?"

Kafka looked up to see him examining the sloped back of it. "A fainting couch, I believe."

"Fascinating," he mumbled, "and why is it called that? Am I supposed to faint during these therapy sessions?"

"Therapy sessions, and no, not normally," she said, amused for the first time since she arrived at the Triskelion. "You're supposed to lay down. It helps you relax and freely associate yourself to make talking easier. But I'm not sure why it's called a fainting couch."

"We don't have things like this in Attilan," Triton said, finally laying down, with his legs propped up on the back. "If I ever needed to talk to someone, my cousin, Karnack would let me sit with him. He's really intelligent, you know. He has helped me through much."

"That's really nice, Triton," Kafka smiled at him, writing a few things down. This was her first time talking with an Inhuman and it wasn't that bad. All those rumors she heard were definitely a bunch of hogwash. "It's kind of nice to have someone to talk to, isn't it?"

"Yes," he agreed, "Very. As long as their trusting, of course. My uncle, Maximus, he is terrible to talk with. When he wasn't blathering about wiping out humankind, he was complaining about everything else. It was quite vexing. Spidder-Min helped me stop him from landing our kingdom on New York."

"I actually remember that," Kafka said, tapping her pen against her head. "I was in Central Park at the time. I'm grateful you guys handled it so quickly. Although, I hear quite a few windows were broken because of some kind of," she made a flitting gesture, "sonic shockwave?"

"Oh, that was Black Bolt," Triton beamed, twisting around to face her, "His voice is so powerful he could've leveled New York himself if he wanted to. But don't worry, he wouldn't. He promotes the peace of our two species."

"Oh, well...that's...that's good to hear." She said, looking a little green.
"It really is. I can't imagine what it would've been like if Maximus succeeded. He would've killed millions and caused a complete war that would decimated us as a planet. That's why Spidder-Min is so amazing, you see. He believed me when I said that the Royal Family would never lay siege to his people, when everyone else thought me a traitor. I owe it to him for saving my people. His city owes it to him for keeping them safe." He looked at the clock. "How long do these sessions go? I'd love to talk, but I volunteered to be on a scouting mission with my teammates. We're searching the city for Spidder-Min."

"Yeah, I've been getting that a lot," she sighed.

---

Client: **Squirrel Girl**

**Therapist: Doctor Ashley Kafka**

Kafka took the offered almond. "Thank you."

"Of course, I have a lot to spare. Sometimes I don't know where they get them all," Squirrel Girl pet the head of a squirrel in her lap, smiling at it affectionately. "I'm glad Director Fury let them move in with me. Can't be much of a Squirrel Girl without my squirrels."

"You seem very close to them."

She preened, "Yeah, they're my best friends."

"Speaking of best friends, how's being on a superhero team been for you?"

Squirrel Girl looked up with a new gleam in her eye, "It's great! I mean, before, I always felt so alone, you know? I didn't know a lot of people with powers like me, so it's nice to live in a place where I'm not getting second-looks for having a tail. I mean, I get teased, but it's not really bad."

Kafka frowned, "You get teased? Who teases you?"

"Oh, don't worry," she brushed off, "It's not mean teasing. Friendly teasing. Spider-Man mostly, but he lets me tease him back, so it's good. He's never really mean about it. He gets so exasperated with my squirrels though," she laughed, petting them again.

"Spider-Man seems like a really good guy."

"He is. He was the one who enlisted me to the Academy. I've never done something big, like save the world, but he asked me to join SHIELD anyway. He gets exasperated sometimes, but I think he doesn't mind my squirrels."

Kafka watched as she scooped up a baby squirrel that was sitting on her knee and made kissy noises at it. "Sounds like Spider-Man was a big part of the Academy."

"Yeah," Squirrel Girl said, smiling turning down. "He was. Still is, but…things have been really tense lately. For everyone."

"Why do you think that is?"

"Because he was the heart of the Academy," she said easily. "He was the one that kept us all informed and motivated. Helped us get past our fears, planned out training, listened to our problems. I don't think the Academy would've ever run so smoothly if not for him."
Kafka mulled that over. It'd make sense. All of the students seemed so attached to him. "Once again, he sounds like a really good guy."

"Yeah," Squirrel Girl simpered, hugging the baby squirrel close, "He is."

---

Client: Dagger

Therapist: Doctor Ashley Kafka

"Yeah, there's a problem here!" Dagger exploded, pacing the length of the couch. "Cause nobody can get over the past! I know Scarlet betrayed us and all, but it's not like he doesn't regret it. He's sorry and he wants to do better. Why can't anyone see that?"

"Maybe they're still hurting," Kafka offered, following her pacing tiredly.

"Yeah, maybe. But you know what, Spider-Man wanted us all to heal and get along. I'm tired of Agent Venom getting in the way of that. I was hurt during the attack too. I didn't trust him either. But I gave him a second chance, and he's really been trying to turn over a new leaf"

"I'm sorry," Kafka said, "I don't really know what you're talking about. No one will tell me. I haven't heard anything about Scarlet Spider's betrayal, and it wasn't on the news."

"Well, of course not. SHIELD didn't want it getting out to the public. We were all in a rough patch as it was, we didn't need the media on our backs too."

"What made you change your mind about him?"

"Well," Dagger slowed, rubbing her chin thoughtfully, "a while back, he took me and a group down in the sewers to look for any clues. He was so timid around us, you know? He didn't want us to be uncomfortable with him, but didn't want to lead. He looked so...conflicted. And when we found the old sewer lab, he was the one who stayed the longest to get things done. Never complained when he was told to do something, and worked hard. He wants to find Spider-Man just as much as the rest of us, and that alone is enough for me to trust him. Spider-Man's in danger. We need to get over our issues and find him, not waste time by pointing fingers."

---

Client: Cloak

Therapist: Doctor Ashley Kafka

"To be honest, I'm still skeptical about Scarlet being back," Cloak admitted. "I can work with him to find Spider-Man and all, but I just," he grimaced, staring at the floor. "I just can't help but think back to that day. We all almost died, you know? And as superheroes, that shouldn't really matter cause it happens all the time, but...but we almost died."

"Superheroes or not, almost dying is a valid reason for being cautious," Kafka said. "Even with all your powers, you're still human. You've got emotions, fears, and thoughts. You shouldn't blame yourself for having them."

Cloak looked up at her, not completely convinced. "Yeah, maybe..."

"What can you remember about Scarlet's betrayal?"

Cloak leaned back in the couch, staring up at the ceiling. "Mostly, that it was really dark. I've been to
the dark dimension and teleported to so many places different places that that should mean much, but it was so dark in the Academy. And there was so much noise. Water everywhere, debris, fighting. Alarms going off. Flashing lights. It was chaos. We took the Sinister Six down, but when that wave over them," he shuddered. "I wasn't there when it first hit, but Dagger tells me it felt like getting hit with a truck. We couldn't find most of our comrades for a while, and I was completely useless cause I couldn't teleport right. Kept jumping from place to place. I hated not being in control of my powers."

"Would you say being out of control is what stuck with you? Being unable to help what was happening to you."

He nodded, "Yeah, that and," his eyes turned cold and dark, "the looks on everyone's faces when I made it back. The pain. Dagger was hurt. Spider-Man was..." he blew out a breath, "He was a wreck. He tried to stay strong for us, but I could tell. You can always tell."

Cloak glanced at Kafka, "I hate seeing my family hurt, Dr. Kafka. And I don't like seeing the person who hurt them close to them either. Whether or not they're turning over a leaf, it just," he clenched his fist, "It...I can't...All I can see is what they did and how much it hurt my friends."

"That's fair, Cloak. These types of wounds stick with you and everyone heals at their own pace. Even if you're not physically hurt, it still hurts."

---

Client: Ka'Zar

Therapist: Doctor Ashley Kafka

"When you've spent your life in the jungle, you learn to either trust indefinitely or fight for your life. I never would've survived without trusting my brother. We kept each other safe."

"And because of Scarlet's betrayal you don't feel safe anymore?"

Ka'Zar shook his head, hands clutching his knees. "No," he admitted. "I don't. Every time I'm in the same room as him, I..." he glared at the small coffee table, teeth gritting. "If we are to live in a Pack, we can't do that to one another. Scarlet he...he turned on his own pack. We brought him into our group, trusted him enough to have our backs to him, and he shoved a knife into it. I can't forgive that...not yet...maybe not ever."

"I see," Kafka said. "What do you think made him betray you?"

"Doctor Octopus manipulated him. Had his allegiance from the start. He intended to betray us ever since he walked into the Academy."

"So he was being used by this Doctor Octopus."

"Yeah," Ka'Zar said blatantly. "But he was still in control of his own actions. He could've stopped it all from happening, but..." he sighed, "I am not dumb. I know he was manipulated. But people were still hurt. People were almost killed, and...and that's not something you ever forget. Like in my Savage Land homes, you never forget what tries to kill you after it's taken its first bite. That's how you survive."

---

Client: Zabu

Therapist: Doctor Ashley Kafka
Kafka stared in unabashed fear, perched halfway up on her chair with her clipboard clutched to her chest. The sabretooth on the couch yawned wide and bored, showing off its long, razor teeth and she paled, scrambling for her phone.

"Agent Connors!" she whispered hysterically into it, "I. Don't. Speak. Sabretooth."

Client: **Harry Osborn**

Therapist: **Doctor Ashley Kafka**

"Harry, it's good to see you again," Kafka smiled, getting comfortable in her seat. To be honest, she was a little relieved to have an appointment with someone she was used to talking to. She's never really talked with superheroes before, so it was definitely new. But it was a relief to see a familiar face.

"Hey, Dr. Kafka," Harry said, though his face bleak and eyes solemn.

She knew that face. "Want to talk about it, Harry? Mr. Osborn called me in again. Is it the nightmares?"

His hands clenched together, turning white-knuckled and hard. "M'fine," he said, staring into the floor. "Dad is…he's just being dad."

"He's very concerned, Harry."

"Yeah I know," he said. "I know. But you didn't need to meet with me, Dr. Kafka. Really. There's no point."

Yeah, that was another thing she's heard a lot today.

Client: **Kid Arachnid**

Therapist: **Doctor Ashley Kafka**

"Everything's been changing," Kid Arachnid muttered, hugging his knees to his chest. "With Spidey gone and the team splitting up, I feel like it's all just," he made a falling apart gesture with his hands. "You know?"

"It's been harder to work with each other?" Kafka offered.

Kid Arachnid nodded, "Yeah, that's one way to put it. Everyone's just so on edge. Half the time I feel like we're just gonna break out in a fight."

"It sounds like you've been going through a really hard time, Kid Arachnid. How long would you say its been going on?"

He blew out a breath, running a hand over his head, "Uh, probably a few weeks now. Something kind of changed when Spidey was kidnapped. It didn't get this bad till last week though."

"Why's that?"

"We found out what happened to him."

Kafka slowly stopped writing her notes and looked up at him, both wary and curious. "And, if I
might ask, what happened to him."

Kid Arachnid was quiet for a long minute. "He was hurt," he whispered, somewhat strangled and watery. "Really hurt. We saw some stuff that," he took a staggering breathe, "that wasn't easy to see. I think it really broke us."

"Broke you how?"

"Broke us bad. I'm really worried about my team, Doctor. Not just the Web Warriors, but all of us. Ever since I've moved to this dimension," Dr. Kafka paused, shook her head, and recoiled, as if he'd just slapped her, "they've been my only friends. Kind of like a weird, loud family, if you know what I mean. I don't want to see them get torn apart."

Dr. Kafka nodded slowly, dragging her mind away from the 'moving to this dimension' bit and sat back in her chair, fingers clutching the armrests. "That's understandable. M-moving to a new...dimension would probably do that."

"I just want Spidey back," Miles muttered, picking at the spider on his suit. "He knew how to keep us together. Things were easier when he was around. And...and I'm just ready for him to be home."

---

**Client:** Iron Spider  
**Therapist:** Doctor Ashley Kafka

"And your inability to calculate Scarlet's betrayal and Spider-Man kidnapping is what bothers you?"

"Yes," Iron Spider huffed, pacing along the room so fervently, Dr. Kafka had to twist around in her seat to watch him. "Numbers are good. They're easy to understand? I can easily figure out what element is in a formula just by looking at the numbers. I can calculate the weight and mass of the Hulk if he ever absorbed more gamma radiation. I can rewire a suit made by Tony Stark himself and incorporate my own designs. But what I don't get is how to understand people."

"It's probably frustrating being in the dark like that."

"It is. I don't like dealing with the unknown, okay. It's weird. It's puzzling. It's...unknown. Like magic. Magic is just a form of science that we don't understand yet, which is why I hate magic. You can't just make something appear out of thin air. There are laws that apply, rules to our universe. Even our DNA has guidelines that tell us what we're made of. But emotions are irregular. They only end up hurting you."

"It can be pretty tough dealing with irregularities."

Iron Spider sighed and collapsed down on the couch, one arm flung over his face. "Thing is, I know Scarlet's making a change. I'm not blind, I can see it. But, I just...yeah, maybe I am still a little angry about what he did to us. Is – is that so wrong? Does it make me a bad person to still be upset?"

Kafka crossed her legs, regarding him with a cool look. "Iron Spider there is nothing wrong with having emotions. You trusted someone to have your back, even though it was new territory, and you were hurt because of it. Something like that is bound to leave a scar. You're not a bad person for reacting in a sensible way. It's a wound that you have to overcome to be comfortable trusting people again. No one should make you feel obligated to open up. That should be when you're ready, not when they are."

Iron Spider peered at her, small shoulders hunching, making him look incredibly small despite the
bright, garish armor.

"Thank you," he said, sniffing behind the faceplate. "THat really... - thank you."

---

Client: **Agent Venom**

Therapist: **Docter Ashley Kafka**

"And you still don't trust him?"

"Of course not!" Agent Venom exploded, wringing his hands together aggressively. "And you know what, I *called* it. There was always something off about Scarlet. I didn't trust him and no one listened to me. No one. They just LET him in. Just like that." He pushed to his feet, walking furiously around the length of the room. Something he had in common with quite a few of his comrades.

"Why do you think no one listened to you? That's sounds kind of strange."

Agent Venom shrugged roughly, "I don't know. But Spidey trusted him, you know. Fell for the whole sob story. And if *he* trusted him, everybody else did. Doc, Spidey's...he's, like, my hero, and I promised myself that I was gonna keep him safe. But, he just...he didn't take me serious about Scarlet. They all thought I was just being jealous."

"Were you?"

Agent Venom scowled at the wall. "No!"

He paused, thought about it, and his shoulders sagged, "Okay, maybe a *little*. But that's not the point."

Kafka put down her clipboard. "Then what is?" She asked gently.

"My point is, they should've listened to me," his clenched fists were shaking at his sides and his voice was tight with a tremor, and when he kept talking it sounded somewhat desperate, "They... they should've *listened*. No one ever listens to me. I'm just...I'm just the stupid, jock-bully. It's all I've ever been." He whipped away from wall, running a hand violently over his head. "That's -- that's all anyone sees me as. I'm just *stupid*, and *dumb*, and I can't do anything right. But I was right and I tried to tell them, but they all just brushed me off. Spidey-" he faltered, voice breaking, "he brushed me off."

"Do you think Scarlet is trying to be better?"

Suddenly looking tired, Agent Venom sat back on the couch, staring at the floor between his feet. "Honestly," he whispered, "I do. But...but why does he get to come back to the Academy after everything he did. They're all just...just opening their arms and they don't even care. *He* doesn't get to be constantly reminded of his mistakes because they're all so willing to forget about. About how *he* hurt us. Teammates aren't supposed to stab each other in the back."

Kafka tilted her head to the side, "I see. And are you constantly reminded of your mistakes?"

Agent Venom sniffed and rubbed at his nose, unable to meet her eyes. "I...wasn't a very nice guy before." He mumbled, "I hurt people too. Really bad, and..." he sniffed again and cleared his throat, "But Spidey gave me a second chance. He did. It just seems like...even though I've been here longer, even though I've been trying to win their forgiveness longer. I...*can't*. No matter how hard I try. And Scarlet, he just...he wins *Spidey's* trust so *easily*. And I..."
"Are you sure you're even mad at Scarlet Spider?" Kaka asked. When he didn't answer, she continued cautiously, "Maybe you're not so much as bad at Scarlet, as you are at…Spider-Man."

Agent Venom's head snapped back, gaping as if offended. "Wh – what. No. NO! I – I'm not mad at Spidey. I – I want him back at the Academy. He's been tortured and in pain for weeks and I just want him back. But I'm not…I'm not…I promise, I'm not…he's…” he lurched to his feet, shaking his head wildly, "I'm…I'm not," he didn't sound sure. "I…I'm leaving."

He slammed the door shut behind him.

Client: **Scarlet Spider**

Therapist: **Doctor Ashley Kafka**

He still hasn't said anything.

Scarlet Spider sat on the couch, arms crossed, shoulder tense, and hands tight.

"How have things been going for you, Scarlet?" Kafka tried.

He shrugged, but kept silent.

"I hear there have been a few problems with your team. Do you want to talk about it?"

He shook his head.

"Everyone's been pretty worried about Spider-Man. How do you feel about it?"

He stared.

Kafka sighed and leaned back in her chair. "I understand that things can be pretty hard to talk about. It's hard to find the right things to say to express yourself. But I just want you to know that you can talk to me about anything, Scarlet Spider. I know you probably don't know me well, but I can promise you that there will be no judgement here. I'm here listen to what you have to say."

"Who cares what I have to say?" Scarlet mumbled, swallowing roughly.

"I do."

"Yeah well, it doesn't really count when you get a paycheck out of it."

"The reason I became a therapist, Scarlet, was so people could be heard. There's always a different view of the same story. There's always a perspective to take into account, and that includes yours."

"I don't deserve that," he said. "I don't. Everything I did…"

"Everyone deserves to be heard. That's the best way to understand."

Scarlet stared at her for a long minute, before taking a rattling breath and stood up. "I…I need to go for a walk," he said, and Kafka watched silently as he left the room.

She sighed, checking his name off. He was the last one of the day. The majority of the students had left before their time was up, but there wasn’t' much she could do about that. Therapy was so much better when her clients wanted to be there.
But now that she was here, listening to every one of them, she was glad she took the job. It was going to be frustrating, she could tell that much, but something told her it'd be worth it too. She took off her glasses and scrubbed at her face.

Yep, she definitely had her work cut out for her.

Chapter End Notes

Look at all my children struggling :D Getting into the deeper thinking of some of our characters! Whoop! Whoop!

Hopefully, this story will be revving up again. I have, like, the next 5-6 chapters planned out, so we'll get to those!

See you then!
Retreat!!

Chapter Summary

It was without incident until he was almost to the front of the line when the symbiotes suddenly perked to life, shifting around him uneasily.

~What now?~ Peter snapped.

Ssssomeone isss watching usss, Venom growled.

Peter glared at the concrete.

Chapter Notes

Enjoy what's to come B-) Heheeheeheeheehee.

See the end of the chapter for more notes

Peter's POV

It's been a while since he's felt hunger like this. It wasn't a small, slight grumbling in his belly, but the kind that rolled around in his stomach and made him queasy from lack of nutrition, yet too nauseous to eat anything. A vicious, ironic cycle that he hasn't felt since his pre-SHIELD days.

Stumbling around with a grumbling belly was the norm back then. But after years of eating enough to keep up with his metabolism, it had become an old, backstabbing friend he had forgotten about until it was knocking at his door.

But it wasn't just him. The symbiotes were hungry too. It amazed him how they could go from being the most lethal, protective set of slimy guard dogs he's ever known, to a trio of whining, grumbling toddlers just a hair shy of throwing a tantrum. Not that he didn't feel like throwing his arms around and stomping his feet too. A part of it was, yes, because his stomach felt ready to eat itself, but the other half was because no matter how much he tried to explain it to them, the idea that the symbiotes couldn't eat people didn't seem to be getting through.

He's gone over every question, every angle, every single scenario, and they couldn't wrap their minds around sparing people's lives. He supposed, to them, it made sense. They didn't see anything wrong with it. As much as far as they knew, they were just trying to survive. But he wasn't going to succumb to eating people, no matter how homeless or dirty they were. He wasn't a cannibal, nor did he ever intend to be, no matter how much the symbiotes tried to convince him that it was worth it.

So, with that option off the table, they resorted to different means of feed. Which basically meant they hunted rats and stray animals. And, yeah, a part of him still felt guilty. He and his big, bleeding heart couldn't take scarfing down the innocent dogs and cats that had yet to be scooped up by animal
rescue. But it kept the symbiotes quiet for the time being, so he corporated. It wasn't enough to keep them satisfied, but it was better than nothing.

As it turned out, one of the greatest perks to having the symbiotes was that as long as they were fed, they'd nourish and give his body the energy and nutrients it needed. It was an actual symbiotic relationship. They needed him to get the food, and in turn, they kept him fed too. Which was cool. At least they didn't need to worry about feeding him too.

Still, what Peter wouldn't do for some take-out right now. Just because they kept him nourished didn't stop his longing to eat something. They could try knabbing some street-food from a vendor, but after their last time attempt on the street, the symbiotes were far more hesitant.

It's only been about a day and a half since his freak-out when they let him take control, and were adamant about never doing that again. But it was only after a long, grueling argument did he finally convince them to have another go at it. With some conditions of course. Instead of pulling away completely, they'd stay hooked up to his brain. They'd keep the noises down, and the lights low, and stop all those pesky memories from overwhelming him, and if they felt like he was threatened in any way they'd take back control instantly.

They were still uneasy about it, but they agreed all the same. Since he was still wearing the torn jumpsuit Hydra dressed him in, they had to get a little creative. Anti-Venom turned itself into a pair of whi- pants (that Peter did his best to ignore, even with the symbiotes help it was hard to look at), Carnage became a redshirt, and Venom a large hoodie. To any outside eye, it'd only look as though he had a garish sense of fashion.

But the symbiotes didn't like staying still for too long, especially Carnage, and he could feel them shifting and moving around his body. They were doing their best, he knew that much, but Peter still had to feign smoothing his clothes over more than once to calm them down.

But even with their disguise, they stuck close to alleyways and shadows and rummaged through garbage for any salvageable food. By the time they got to anything good though, the strays had gotten to it first. Ugh, Peter just wanted to eat something that wasn't a second-rate rat passed down to him through the symbiotes weird digestive system. What he wouldn't do for the worlds biggest, greasiest cheeseburger this side of the Statue of Liberty.

Unluckily for him, vendors and fast-food joints expected money in exchange for food, and that was the last thing Peter had on him. He'd offer them a bit of anxiety and the opportunity to pet his symbiotes, but he doubted they'd take him up on the offer.

Besides, because of the collar, he couldn't really socialize either. Heck, the only reason he could even function right now was because of the symbiotes. Anytime lights flashed too brightly and noises got too loud, the symbiotes smothered it. It was weird walking in a filtered world. Things should be louder. He knew that. But it was as if he were wearing the strongest pair of sunglasses and ear-muffs known to man. That, and whenever something reminded him of his time with Hydra, before he even had the opportunity to panic, the symbiotes swept that thought away like dust under a rug.

Not the best solution to his problems, but there wasn't much he could do about them right now.

Nose scrunching, he sifted through the garbage he spilled out from the trash can. There were a few rats that the symbiotes gulped up eagerly, but nothing quite appealing for his own tastes.

Moldy bananas. Empty coffee cups. Filters. Tissues. Papers. An old shoe. Trash that had nothing of value to him. He sighed and got to his feet, stuffing his hands into the hoodie pocket.
On to the next alleyway.

Thissss isss pointlessss, Anti-Venom hissed. Jusst usss hunt.

~You can't kill people,~ Peter told it. ~That's not how we do things.~

**We're hungry,** Carnage complained, basically sulking over Peter's knees. He rolled his eyes and rubbed his pants in a somewhat awkward pet-like gesture. Hoping for the life of him that no one was watching. That'd make for an awkward conversation. Or one-sided conversation, at least.

~I know,~ he told it. ~But we've gotta find an alternative.~

**Like what?**

Peter shrugged, bowing his head as they entered the streets. People generally left him alone, but it still tickled him the wrong way to be crowded in so close. It was claustrophobic and smothering and as soon as he could, he side-stepped into the next alley.

The smell of trash and hobo excrements would've been revolting if the symbiotes didn't cover that up too. He rummaged around in the dumpsters and trash cans for a while, digging for treasure amidst a terrain of slime. When he failed to find anything good there either, he sat back on his haunches with his fists balled up in his lap.

He was *starving.* When was the last time he had an *actually* decent meal? Maybe he should just head back to SHIELD. Aunt May, Dr. Connors, his teams, they'd help him. Heaven knows how much his chest ached just thinking about staying away from them another day.

But he couldn't go back there yet. For one, the symbiotes would never agree to it. To swap one organization for another? No, they'd much rather hit it up with Shriek or Electro than go to SHIELD. Besides, even if they did, Peter couldn't promise that he'd be able to keep them in check. Flash had a symbiote, so who knows how well that would go down. And if they felt even the slightest bit threatened, they'd attack any one of his friends *and* the SHIELD staff. At least out here, they were open and free. If they were caged back up in a cell it'd drive them into a panic.

It'd drive Peter a little crazy too if he were being honest.

But before he could throw himself the worlds grossest pity party with slimy napkins and green-black sludge, something caught his eye. Perking up, he moved the trash cans and garbage bags aside to reach underneath the dumpster and pulled out a $5 bill.

He nearly kissed it in ecstasy. It was wrinkled and a little dirty, but still useable. Thank Odin and every other god or deity out there! This would at least get him something from a street vendor. It'd have to be small, but it was *something.*

~See this,~ he told the symbiotes, who moved as if to look at the slip of paper better. ~This is how we get food. Oh yes! Street-food, here I come!~

**Mossst impresssive,** Venom glowered.

Peter told it to hush up and proudly marched them back out into the street's, this time to scout out the closest vendor. He spotted a hotdog cart down on the corner and made a beeline for it.

~You guys be good,~ he told the symbiotes. ~Don't do anything. Just act like normal clothes, okay, and we'll be in and out.~
They all grumbled - Carnage growling grumpily - but begrudgingly kept still.

He felt so weak with hunger he thought he might just faint. But that could've just been the product of his own dramatic nature. He joined the line quickly and made do with the time by staring at the cracks in the sidewalk as the people in front of him dwindled.

It was without incident until he was almost to the front of the line when the symbiotes suddenly perked to life, shifting around him uneasily.

~What now?~ Peter snapped.

_Ssssomeone isss watching usss_, Venom growled.

Peter blinked and glared at the concrete.

~What?~

_Sssssomeone isss watching usssss. Behind usssss. The one in the big sssshirt._

Breath staunching, the bill crumbled under his fist as a chill clambered down his spine. His spidernet had't gone off, but the presence of everyone around him was suddenly very stifling. It would've told him if there was danger nearby, right? It couldn't be Hydra, could it? Were they back for him? They _couldn't_ be.

Dammit it, he never should've insisted on coming out in the open. He was so stupid. Rats and stray dogs would've been good enough for the time being. Hotdogs weren't worth getting captured by Hydra again!

But he was going to be cowed. If they thought he was going down without a fight they were sorely mistaken. Never in a million years was he about to let himself get taken again. Swinging around, Peter held his fists out abrasively and squared his feet. He wasn't going to wait for them to attack him first. If they wanted him, they were going to have to take him down fighting tooth and nail.

The person supposedly watching him backed up, startled, with wide eyes and a slack-jawed expression. He was wearing a hoodie too. Though, it was grey rather than black and...very familiar.

Peter froze again, lungs faltering as if he'd been punched in the gut. He recognized that face. The brown, buzz-cut hair. The large scar across the bridge of his nose. Hard blue eyes that looked downright perplexed now as they started down at Peter.

The symbiotes hissed in his head.

"Peter?" Ben whispered, with a voice so rough and familiar it's the equivalent of getting slapped by the Hulk. "Is that you?"

Peter shook his head, but it's not so much to answer the question than it is to make sure he's not seeing things. Cause he's had the problem before and he honestly couldn't trust his own brain. This wasn't right. It couldn't be. What was _Ben_ doing here?

He should've been happy to see him, Over-joyed. Leaping with happiness because he hasn't seen any of his team in _forever_. But looking at him put a sour taste on his tongue and he swallows thickly. Ben's standing a few feet away, but it feels as though he's crowding him. There was a weight on Peter's back, as if someone were on top of him, shoving his face into the ground, probing a knife in his back. He was cold. Wet. His entire body ached. Everything hurt.
Ben took a step forward and Peter scrambled back, breathing heavy, and bumping into the person in front of him, who harshly turned and shoved him back, "Watch it, kid!" Instantly, a strand of Venom shot out of the sleeve of the hood and latched onto the man's arm, throwing him into the nearest story window where he disappeared behind a shower of glass and an explosion of products.

A pause in the crowd. Then a shriek and the people around Peter clambered back, giving him a wide girth as if he were suddenly diagnosed with a contagious disease.

Right. They're in public. People are staring. Scared. Phones were already out, either to video what was to come next or to call the police. Probably both. They were bringing attention to themselves. Not good. Not good. Not good. Not good.

**Threat**, Carnage said, hissing low and menacingly. *Hossst issss ssscared.*

*He hurt hossst*, Anti-Venom agreed.

~No.~ Peter told them earnestly. ~No, I'm not. He's not a threat. He's a friend. I promise.~

**Musst protect hossst**, Venom ignored him. **Take back control. Fight.**

~No!~

But they weren't listening. They were moving, sliding over his limbs. It wasn't enough to be noticeable yet, but someone was bound to pick up on his clothing turning into maniacal, blood-thirsty monsters. Gosh, that sounded like something out of a Goosebumps book.

~He's not going to hurt us,~ Peter told them, desperately shaking off the cold chill clinging to his bones. The symbiotes were pressing the memory down to help, but their attention was focused on the teenager who'd hadn't backed away and was stepping closer, cautiously. Ben's eyes were soft but so confused. It was rare to catch him off guard like this. But he was reaching out with a hand as if urging Peter to take it. Or maybe he was just trying to calm him down.

"Whoa, easy there Punk."

~He's one of my friends. We can't fight him.~

**Hurt hossst**, Venom reminded him. **Betrayed hossst. Remember.**

Right, they could see his memories. They knew all about the time Ben attacked him. The fact that Peter reacted in such a way probably didn't help either.

~He's better now,~ Peter insisted. ~It's alright. I promise.~

**No**, Carnage growled. **Can't trussst him.**

*Can ssstill hurt hossst*, Anti-Venom added. **Musst protect Hossst from all.**

They were eager. Licking their lips, eyes gleaming. Claws brandished and trembling in excitement.

They were going to hurt him. *Kill* him. Peter could taste their blood-lust and the way it bled into their hunger. They weren't listening and nothing he said was going to change that. They were paranoid, easily threatened, and very hungry. They were wrapping thicker around his body now, moving, twisting, and it wasn't going unnoticed. The crowds back up more, murmuring uneasily. Ben stepped back this time, eyeing his apparel with new skepticism.
Ben would fight back, of course. But the symbiotes would give it everything they got. They didn’t care about bystanders or property damage, or the fact that Ben was his friend. A fight here would be catastrophic, and they’d definitely attract attention they didn’t want.

Peter back up, palms up and facing Ben as if to ward him off. The collar seemed heavier now more than ever. He couldn't even tell him to back off.

"Peter, wait,' Ben followed him step for step and Peter glared at him, trying to muster as much as he could so Ben understood that he couldn’t come after him. It was for his own safety.

"Peter," he repeated, but Peter wasn’t there. He turned on his heels, cast one last look at Ben over his shoulder, and took off down the street as if the Sinister Six were hot on his heels.

"PETER! WAIT!"

He grit his teeth and ignored Ben’s protests as he bolted around the nearest bend.
Whoo! Welcome, Ben!

What a lovely turn of events :D

(Also, I included a pic of Peter in his hood!)
Please drop by the archive and comment to let the author know if you enjoyed their work!