

ACTION:  
Start above Times Square - pan down into chaos  
(people running, debris flying)



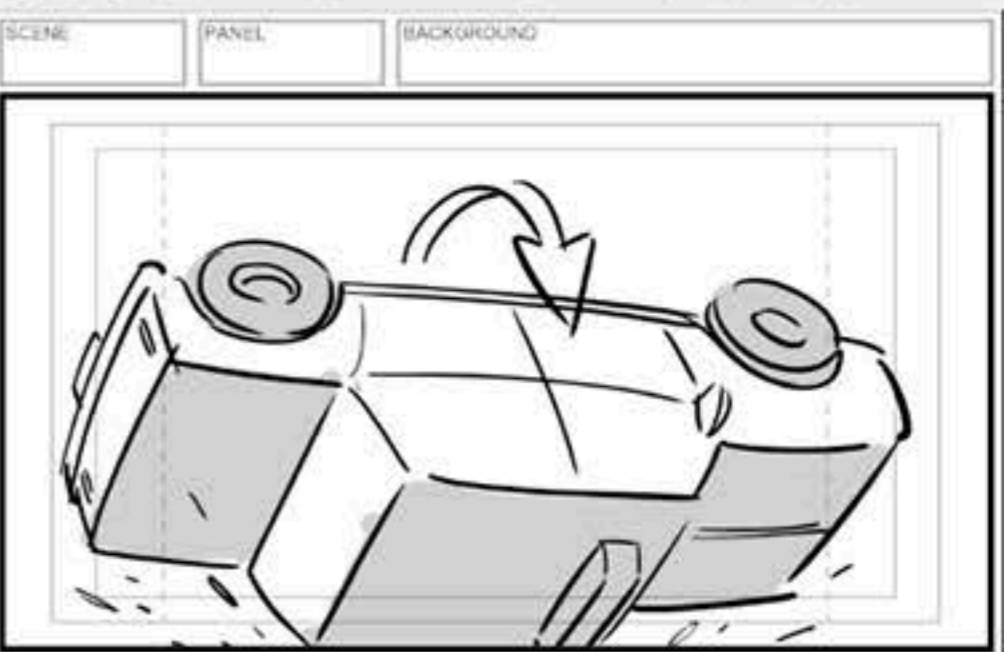
ACTION:  
Cut to ground level - people clear FG  
as bus zooms toward cab

DIALOGUE:



ACTION:  
Bus clips rear of cab - it starts rolling

DIALOGUE:



ACTION:  
Bus zooms OS, cab flips over

DIALOGUE:



ACTION:  
It skids to a stop, creating sparks

DIALOGUE:



ACTION:

DIALOGUE:

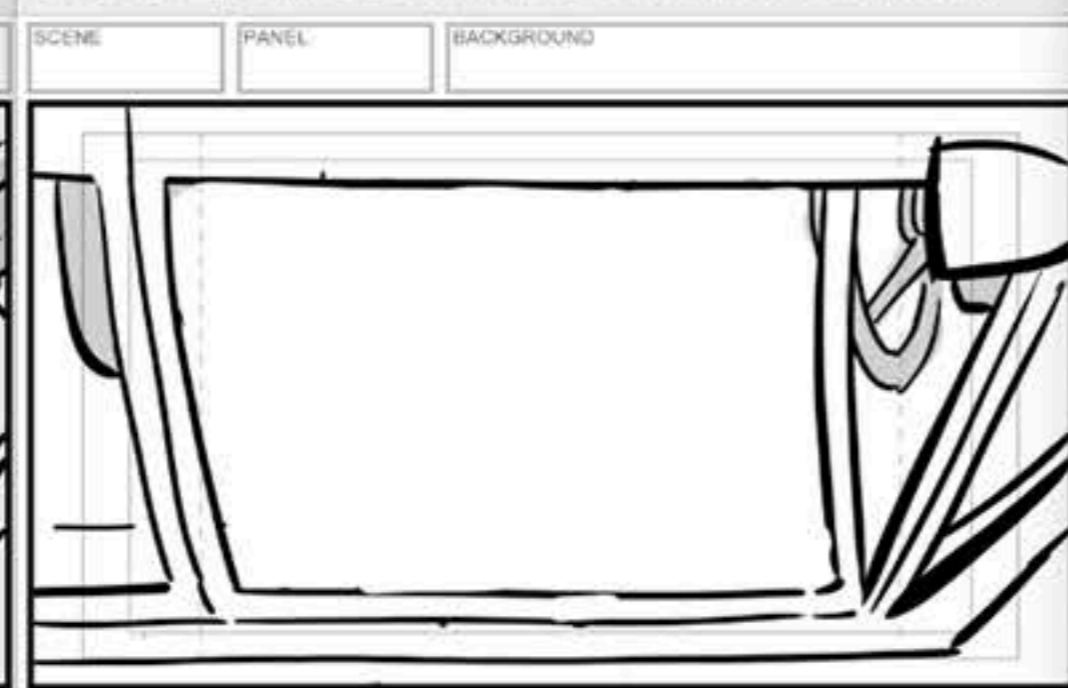


ACTION:

DIALOGUE:



ACTION:  
DIALOGUE:



ACTION:  
DIALOGUE:



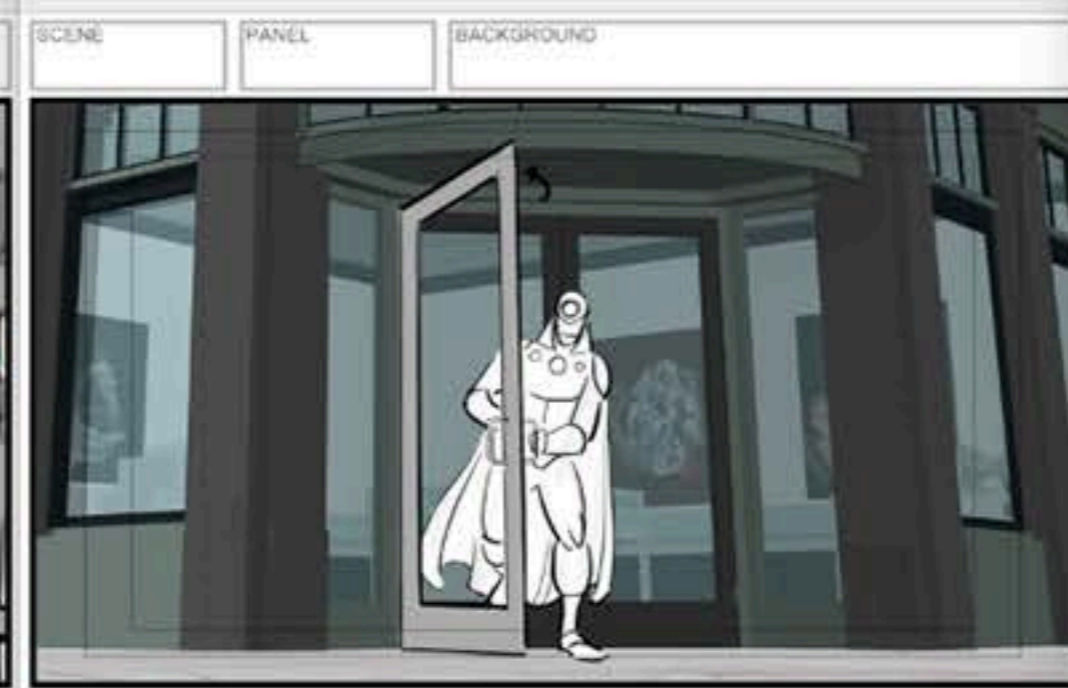
ACTION:  
*Wide on mob scene - smoke rising*  
DIALOGUE:



ACTION:  
*Wide on jewelry store - people run thru FG*  
DIALOGUE:



ACTION:  
*Truck in - Mesmero appears in doorway*  
DIALOGUE:



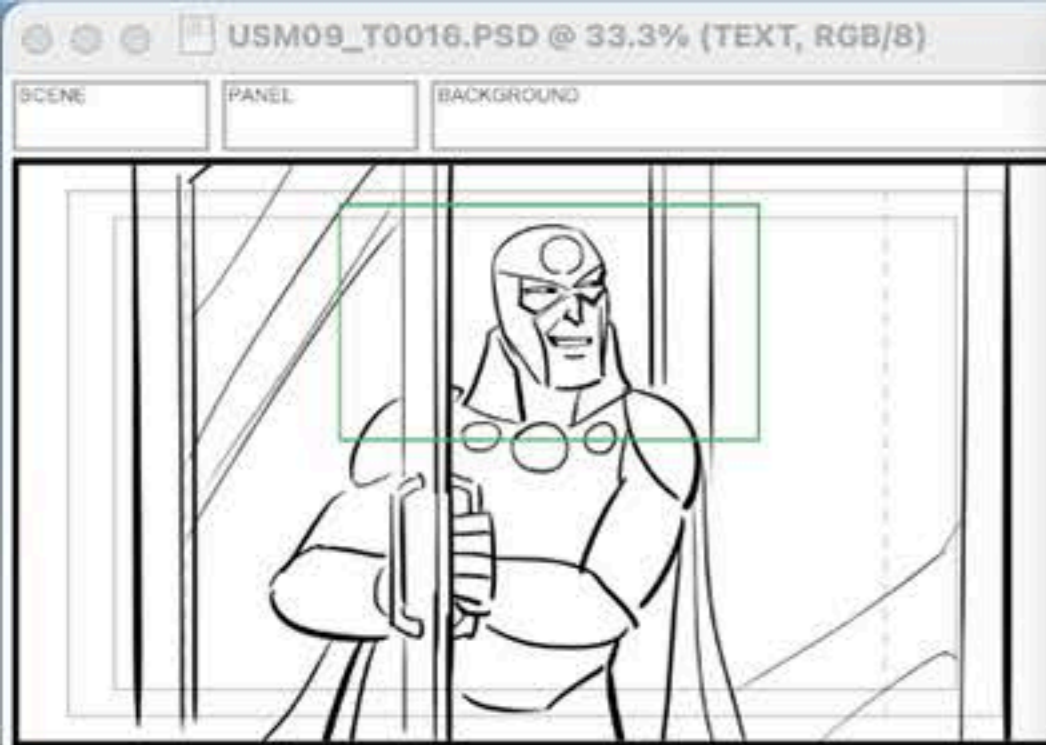
ACTION:  
DIALOGUE:



ACTION:  
*Cut close on M, smiling*  
DIALOGUE:

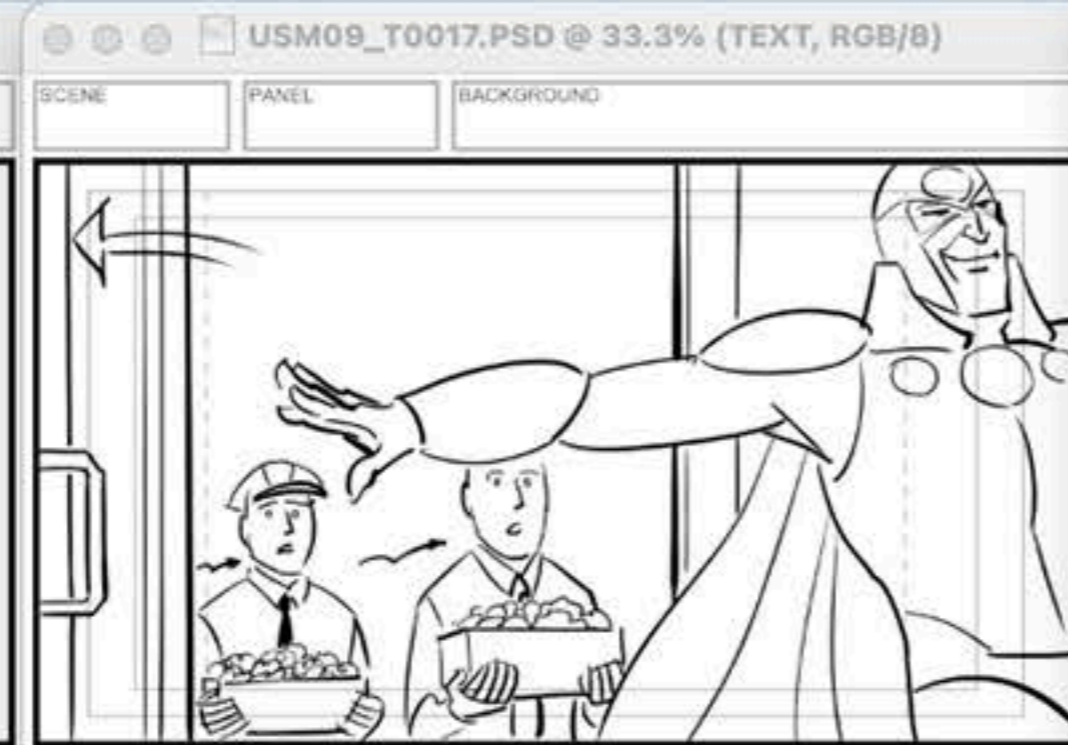


ACTION:  
DIALOGUE:



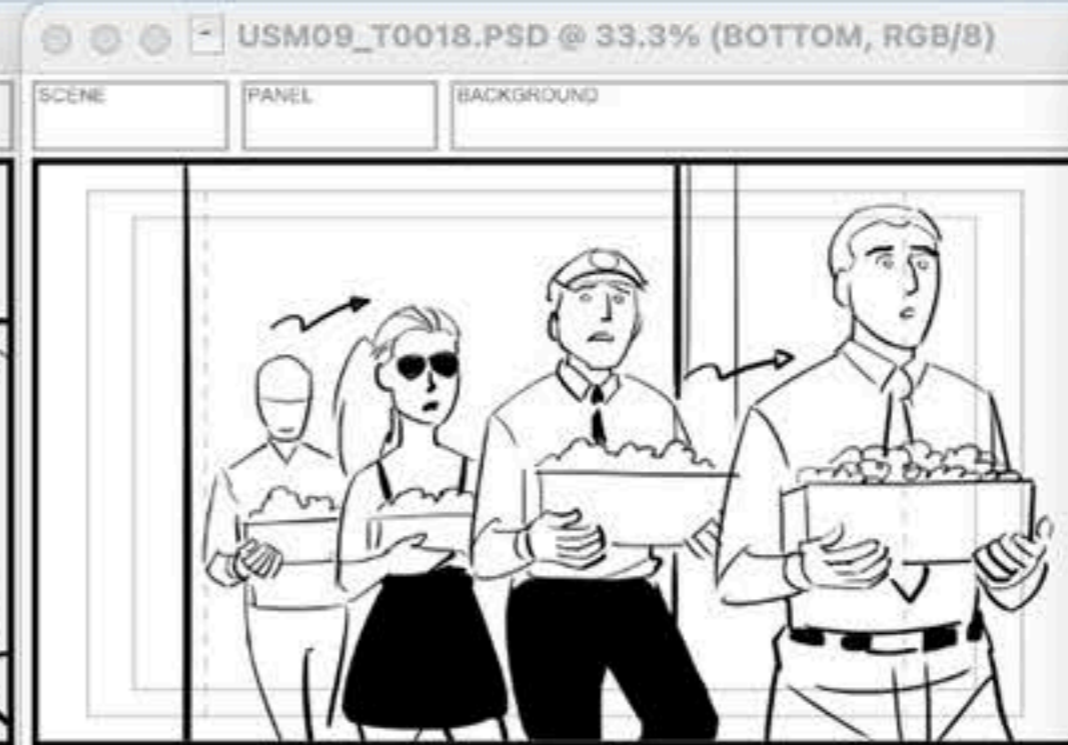
ACTION:  
Truck out

DIALOGUE:



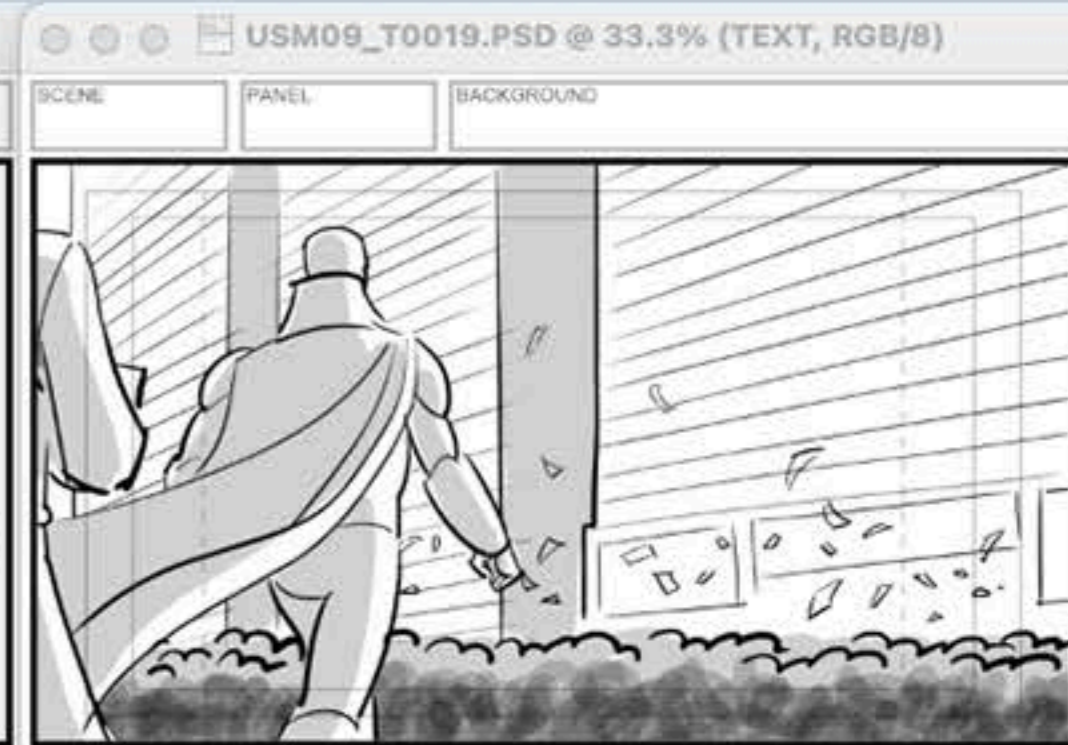
ACTION:  
M pushes doors open - slaves follow him out carrying boxes of jewelry

DIALOGUE:



ACTION:

DIALOGUE:



ACTION:  
M marches toward crowd (blurred) paper debris floats over them

DIALOGUE:



ACTION:  
M raises hands

DIALOGUE:



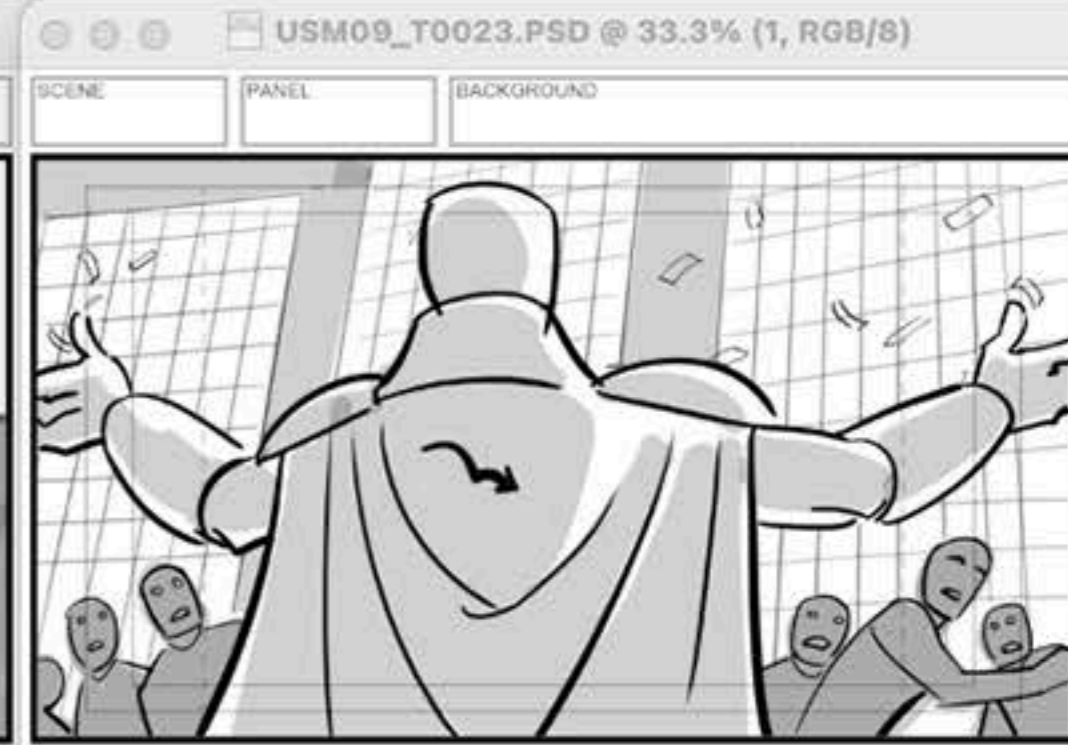
ACTION:  
People run thru FG, M approaches

DIALOGUE:



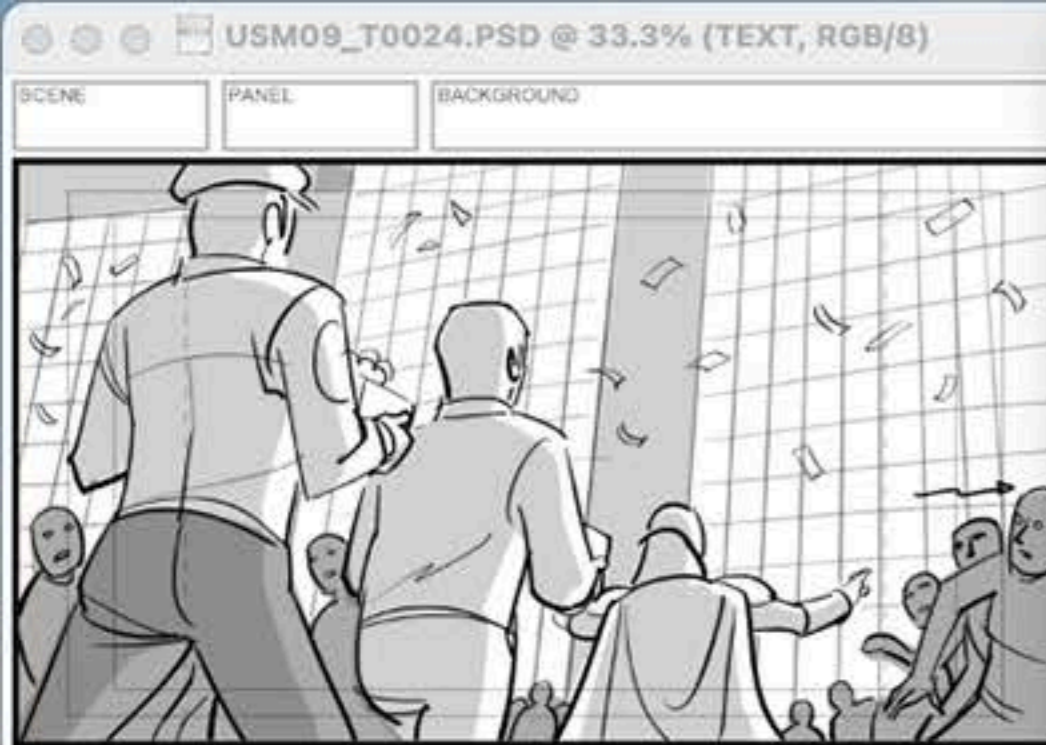
ACTION:  
Adjust up - he gestures for them to part

DIALOGUE:



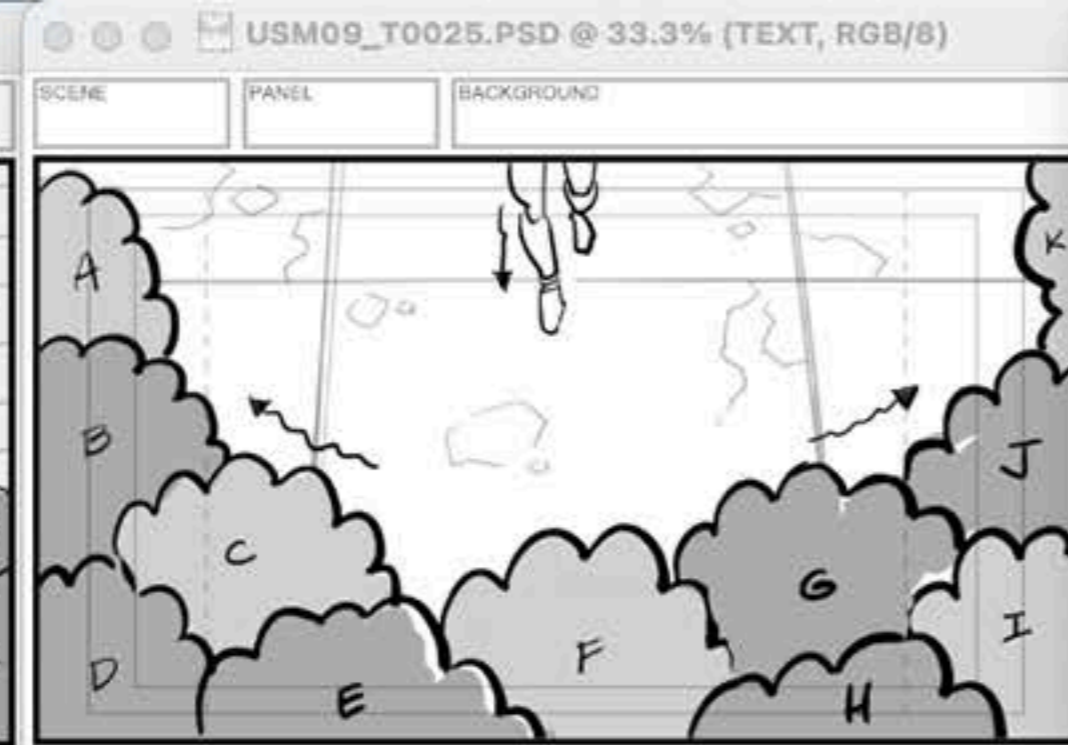
ACTION:

DIALOGUE:



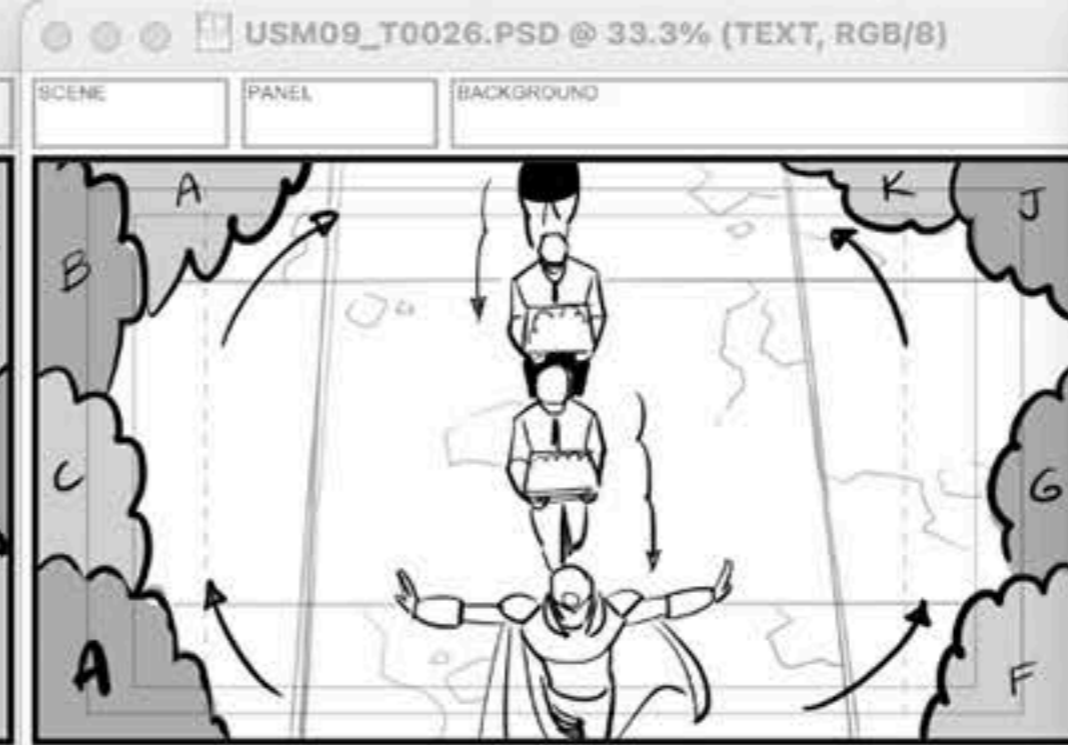
ACTION:  
M leads followers FWD - crowd parts

DIALOGUE:



ACTION:  
Downshot - duplicate crowd groupings (5 people per group)

DIALOGUE:



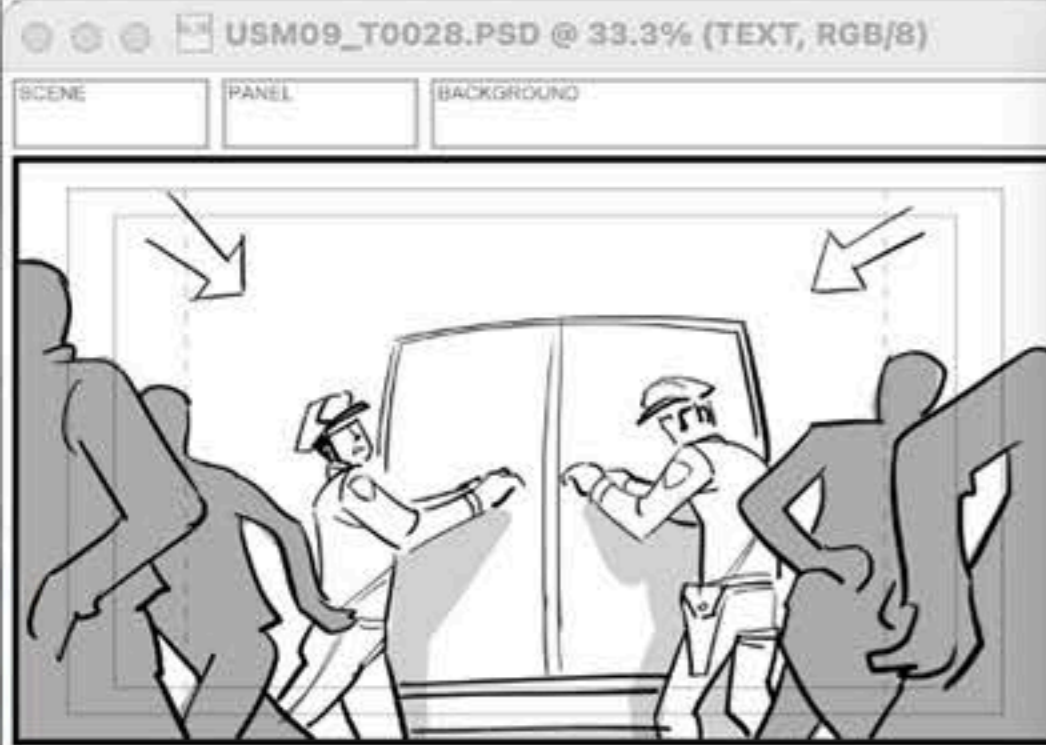
ACTION:  
Groups move apart to clear M's path (groups are seen from above & behind - should all be MONOCHROME)

DIALOGUE:



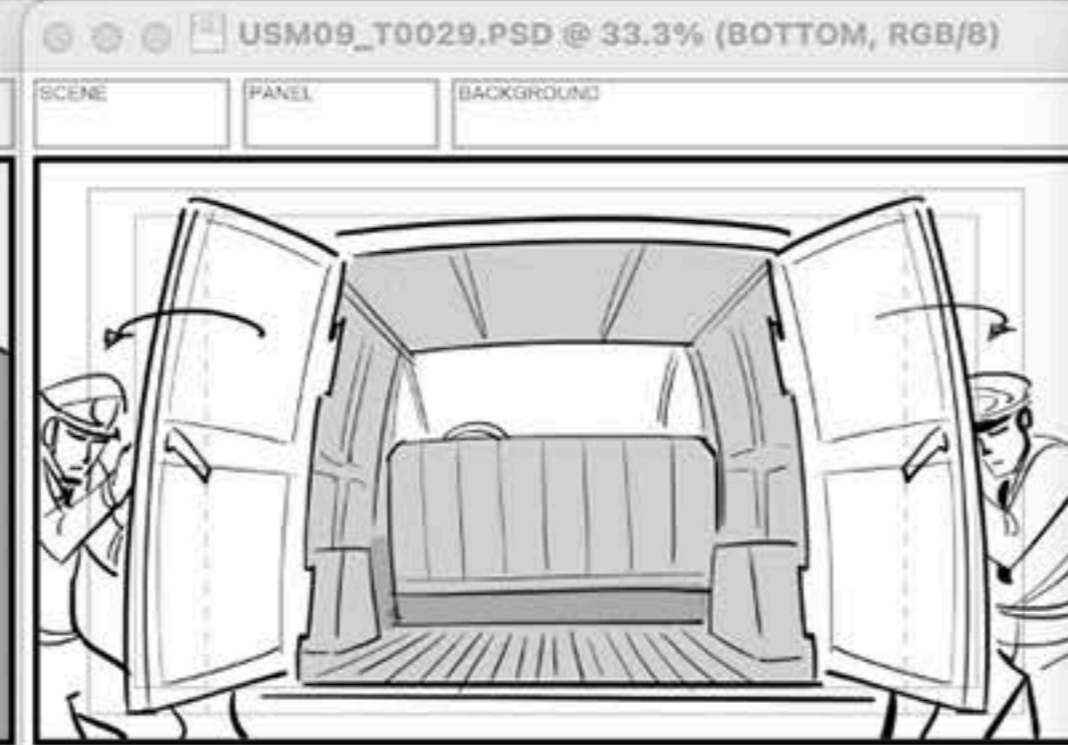
ACTION:  
Reverent followers look desperate as M approaches

DIALOGUE:



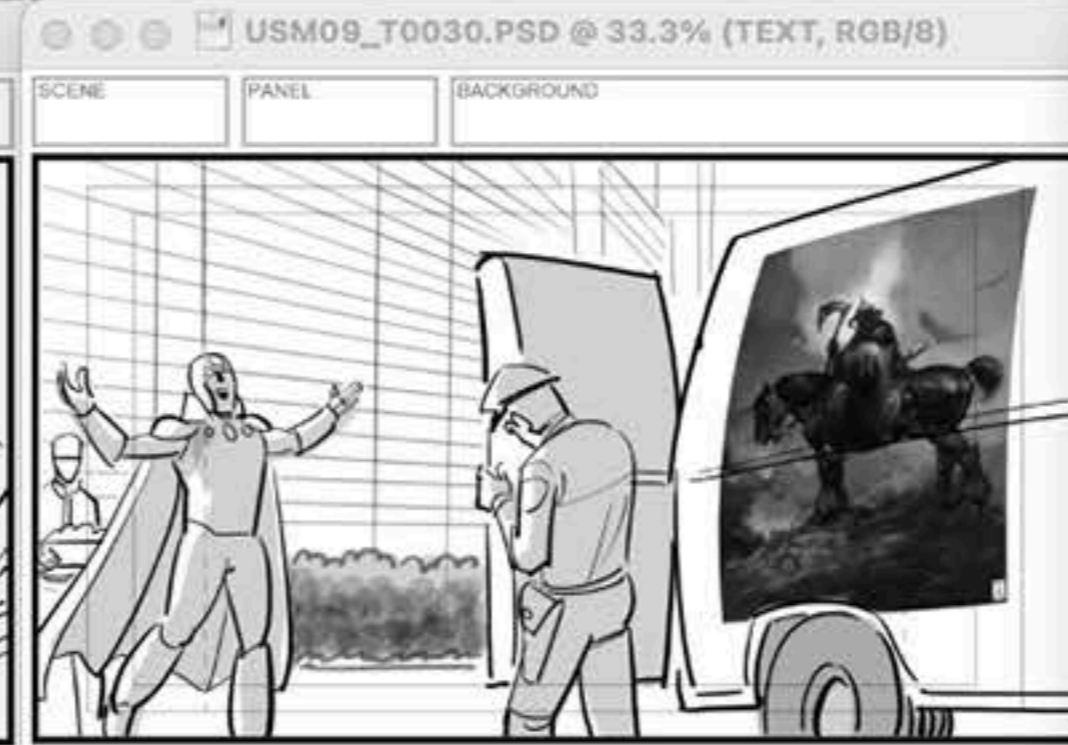
ACTION:  
They part as cam trucks in on van

DIALOGUE:



ACTION:

DIALOGUE:



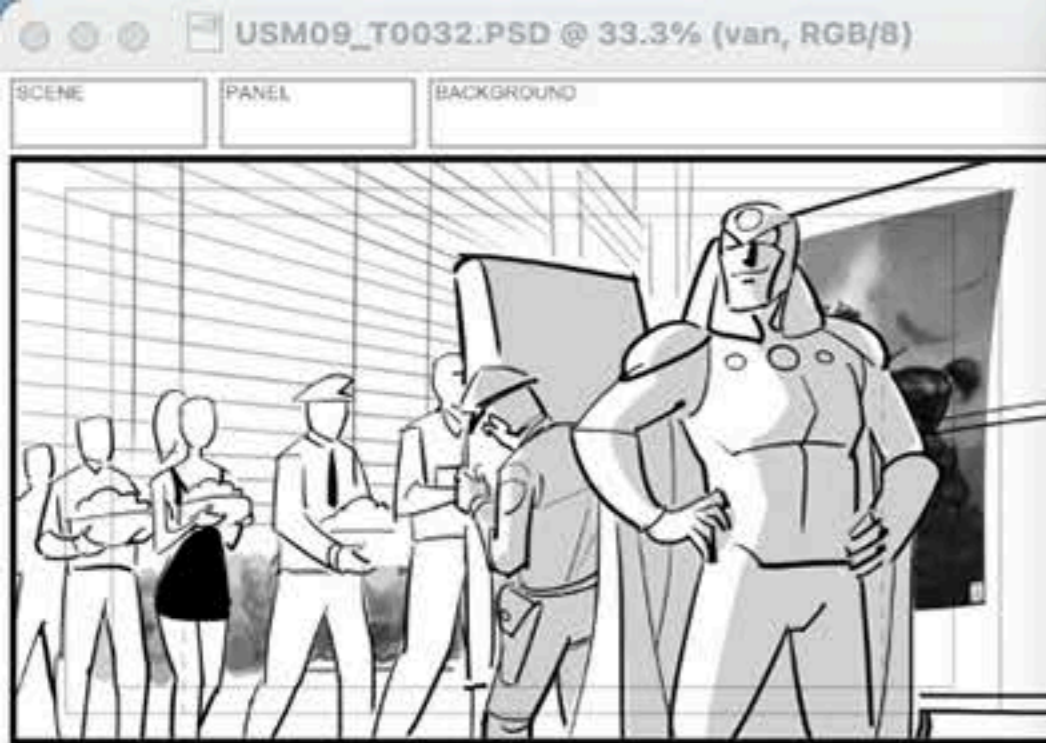
ACTION:  
M approaches van

DIALOGUE:  
① M: One at a time



ACTION:  
He steps around van, others can't toward it

DIALOGUE:  
- single file, single file



ACTION:

DIALOGUE:



ACTION:  
*Crowd rolls police car into scene*

DIALOGUE:



ACTION:

DIALOGUE:



ACTION:  
*They jump up onto it, victorious*

DIALOGUE:



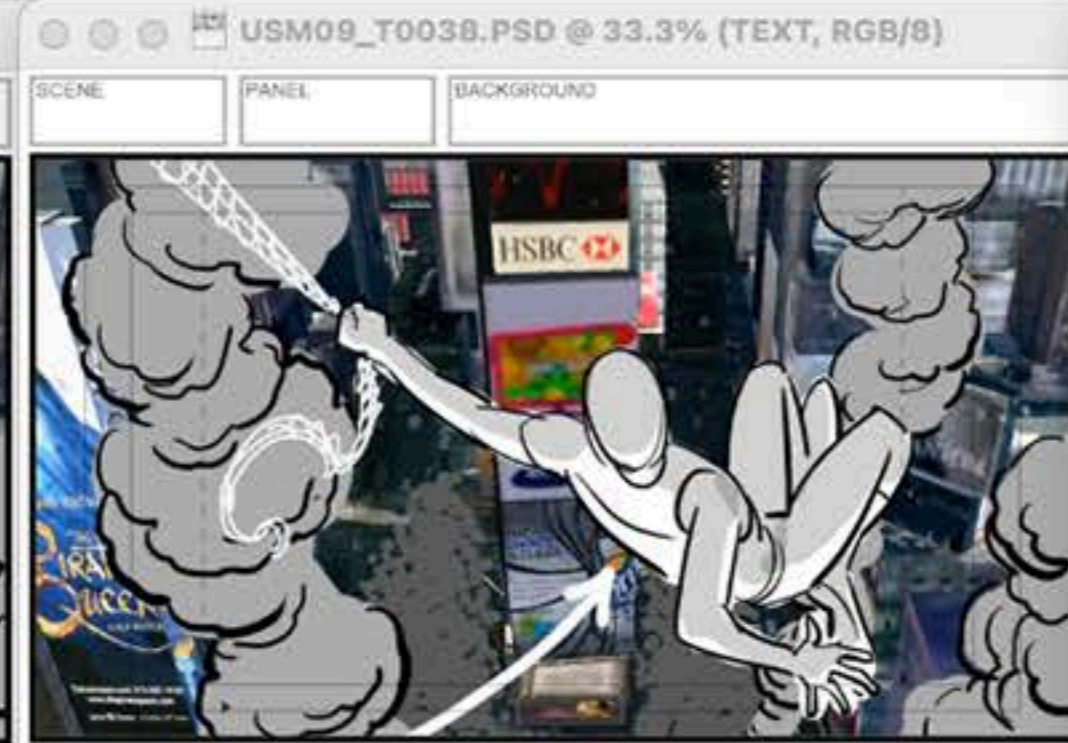
ACTION:

DIALOGUE:  
*③ M " Good times.*



ACTION:  
*Wide downshot - smoke rises*

DIALOGUE:



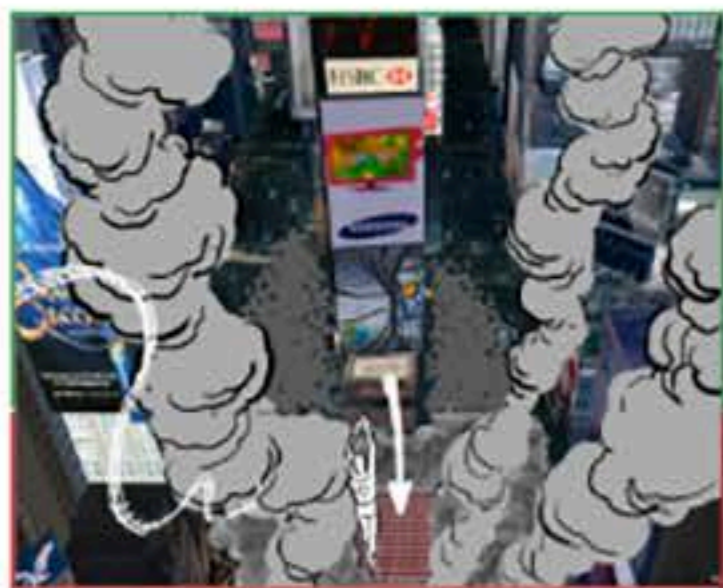
ACTION:  
*Spider-Man swings into scene*

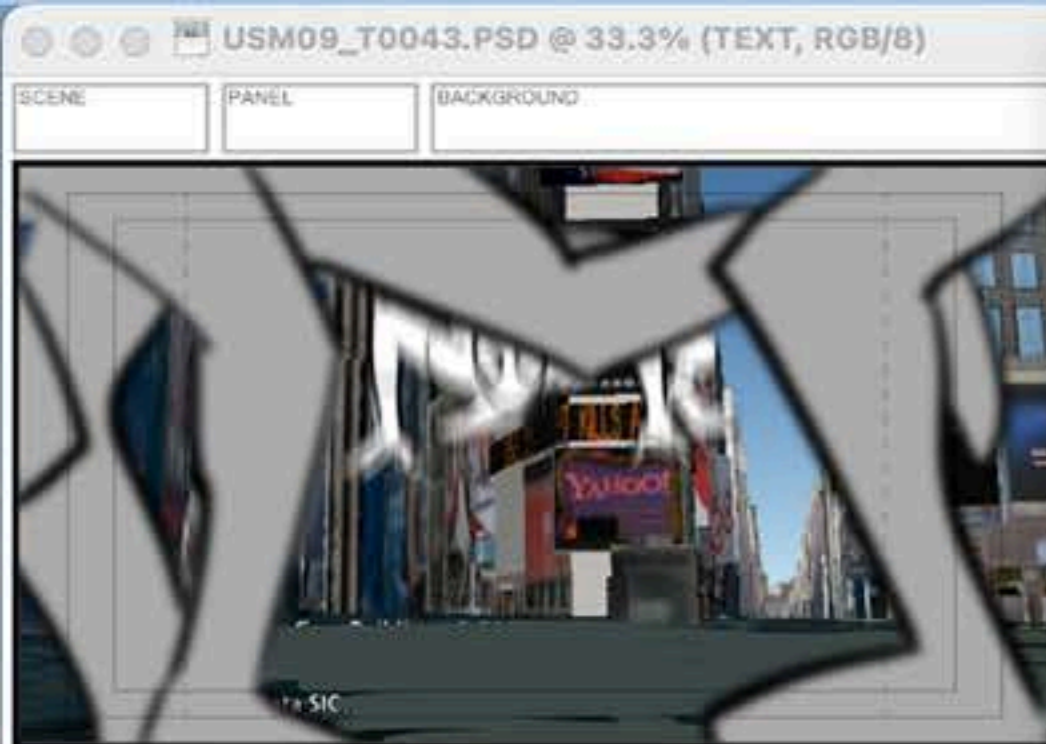
DIALOGUE:



ACTION:  
*- lets go of web*

DIALOGUE:

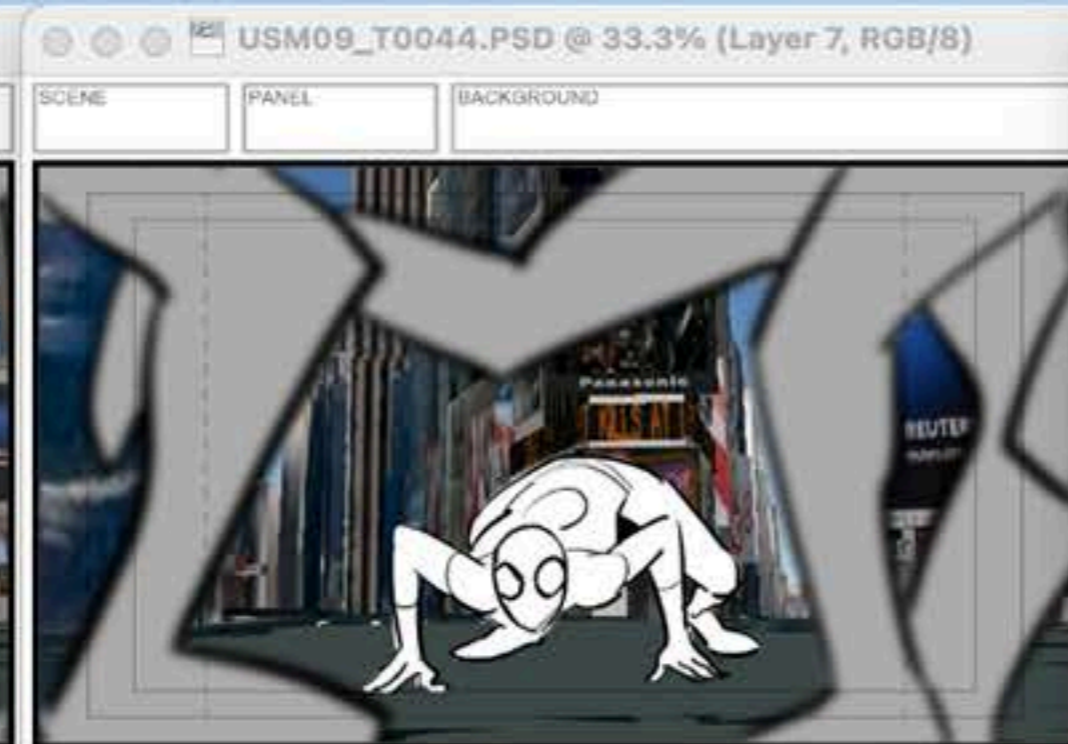




ACTION:

End pan-down at ground level

DIALOGUE:



ACTION:

DIALOGUE:



ACTION:

DIALOGUE:



ACTION:

DIALOGUE:



ACTION:

On people fighting (staggered A/B cycles)

DIALOGUE:



ACTION:

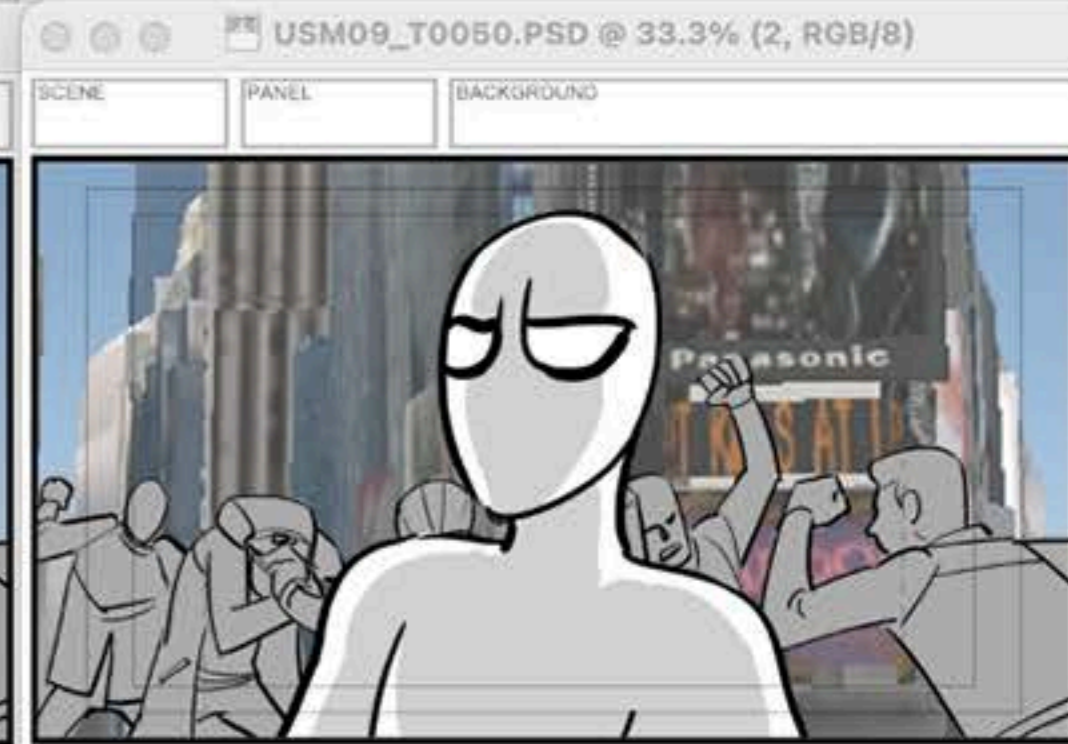
DIALOGUE:



ACTION:

SM rises, confused

DIALOGUE:



ACTION:

DIALOGUE:



ACTION:

DIALOGUE:  
④ SM: Hey, hey, hey...



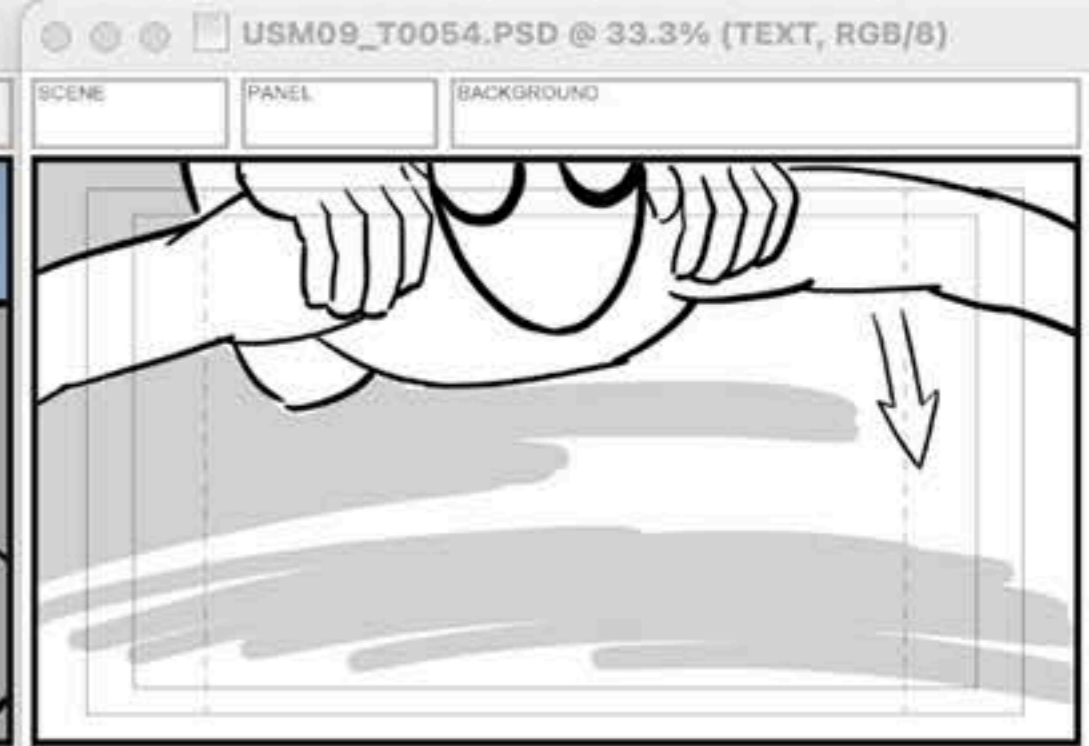
ACTION:

DIALOGUE:  
-whoah!



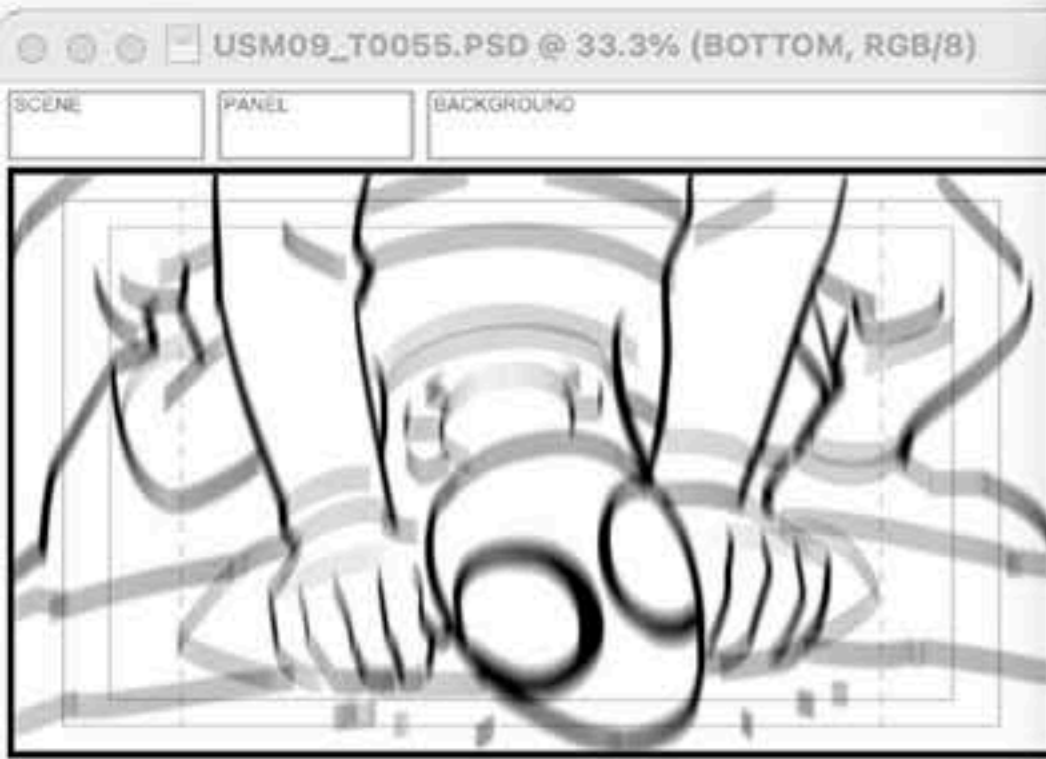
ACTION:

DIALOGUE:



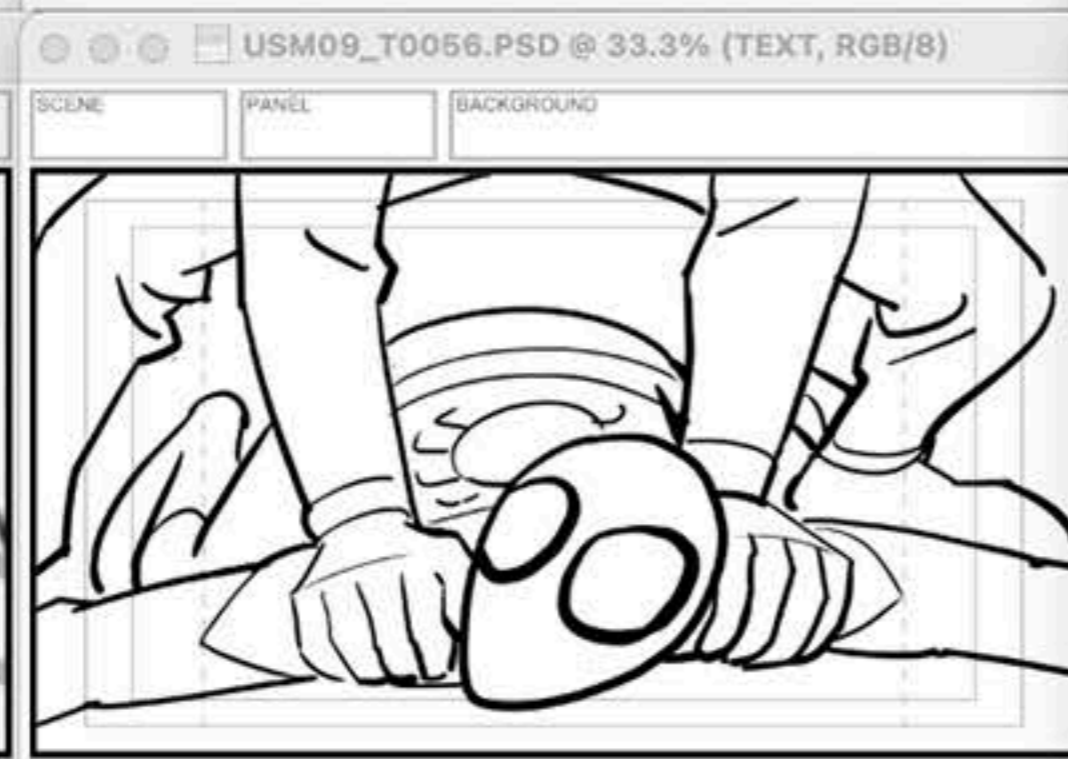
ACTION:  
SM is shoved to ground

DIALOGUE:



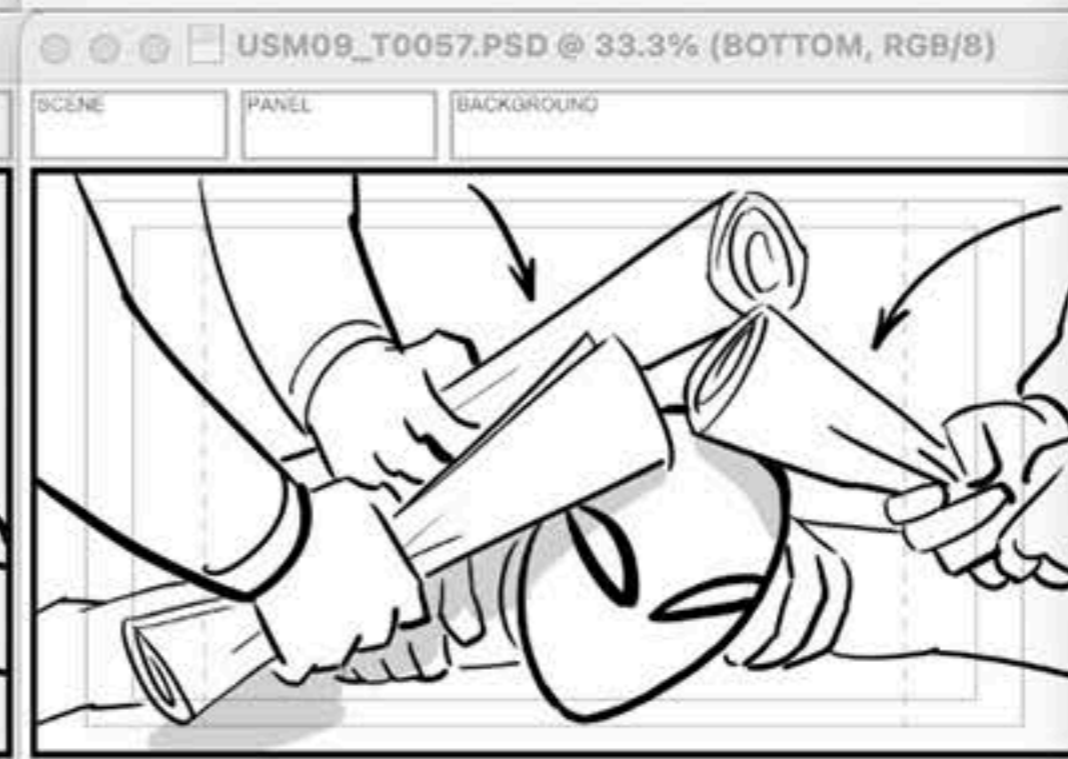
ACTION:

DIALOGUE:



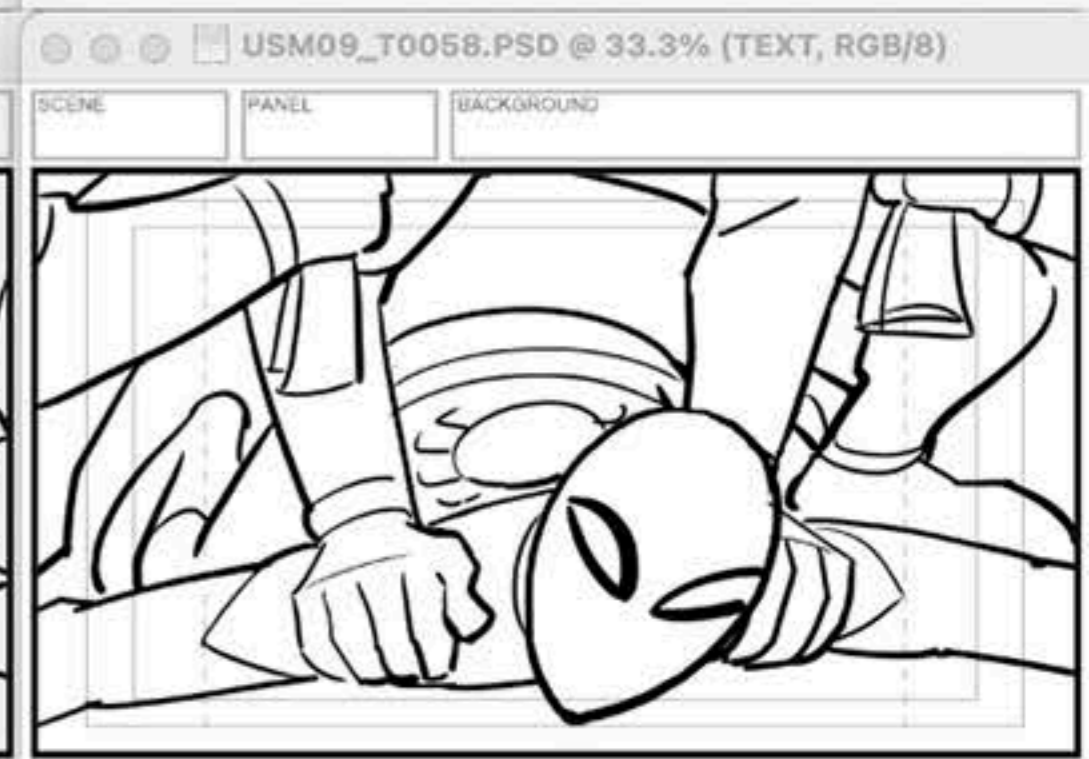
ACTION:

DIALOGUE:  
⑤ SM: What's goin' on around here?



ACTION:

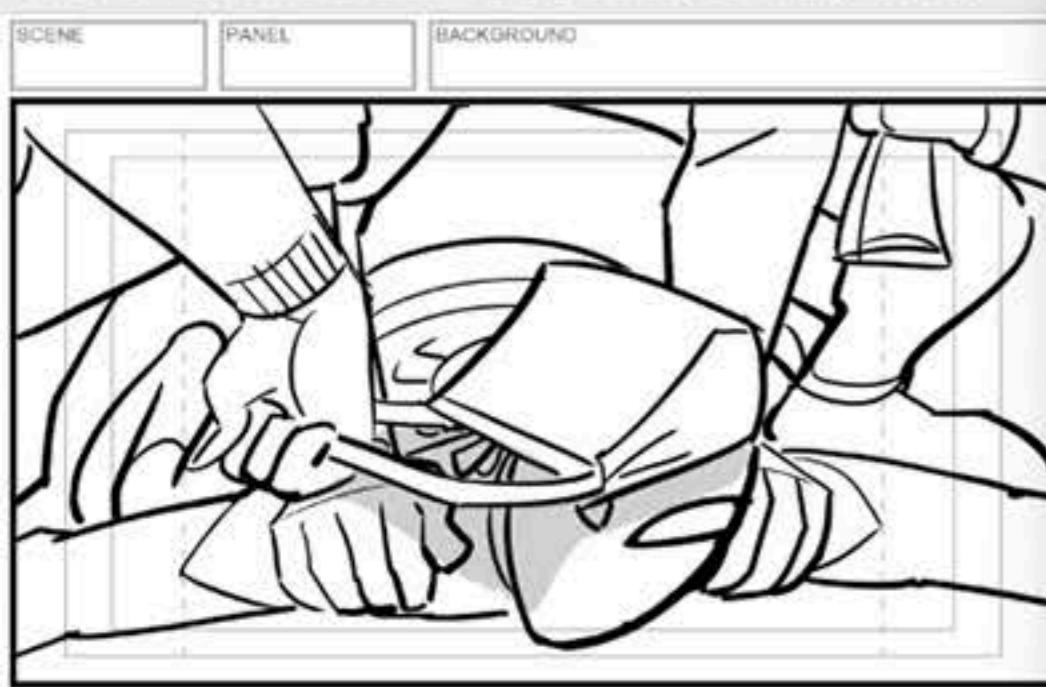
DIALOGUE:



ACTION:  
B pose for staggered A/B cycles

DIALOGUE:





ACTION:

DIALOGUE:



ACTION:

Truck in on SM — continue A/B cycles

DIALOGUE:

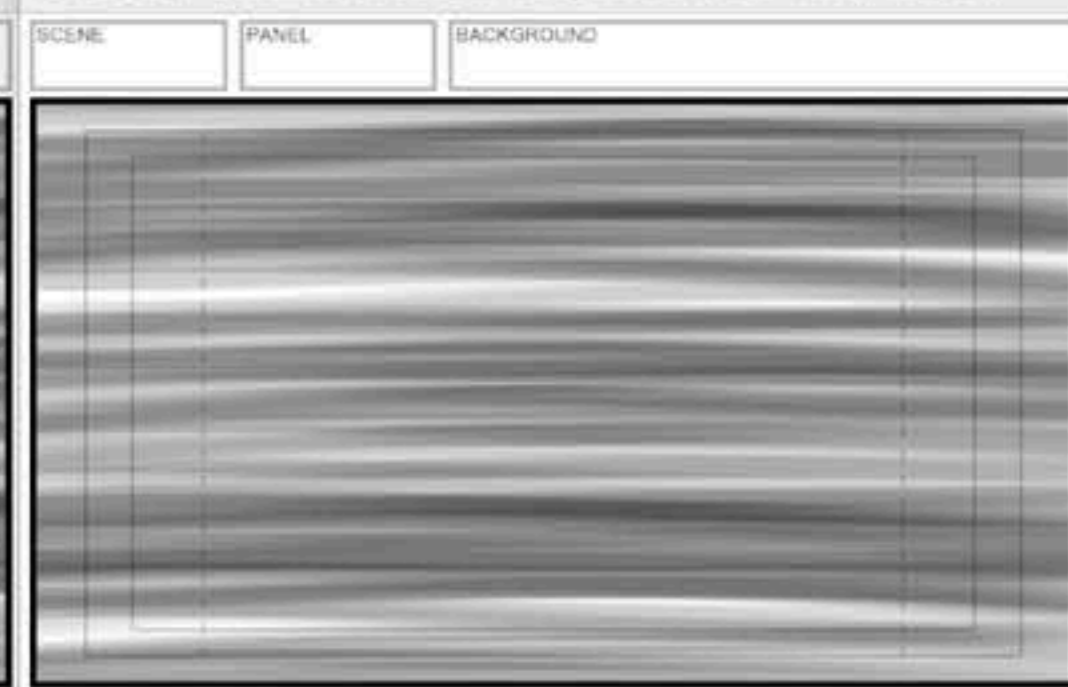
⑥ SM: why did I get out of bed today?



ACTION:

Start blur pan

DIALOGUE:



ACTION:

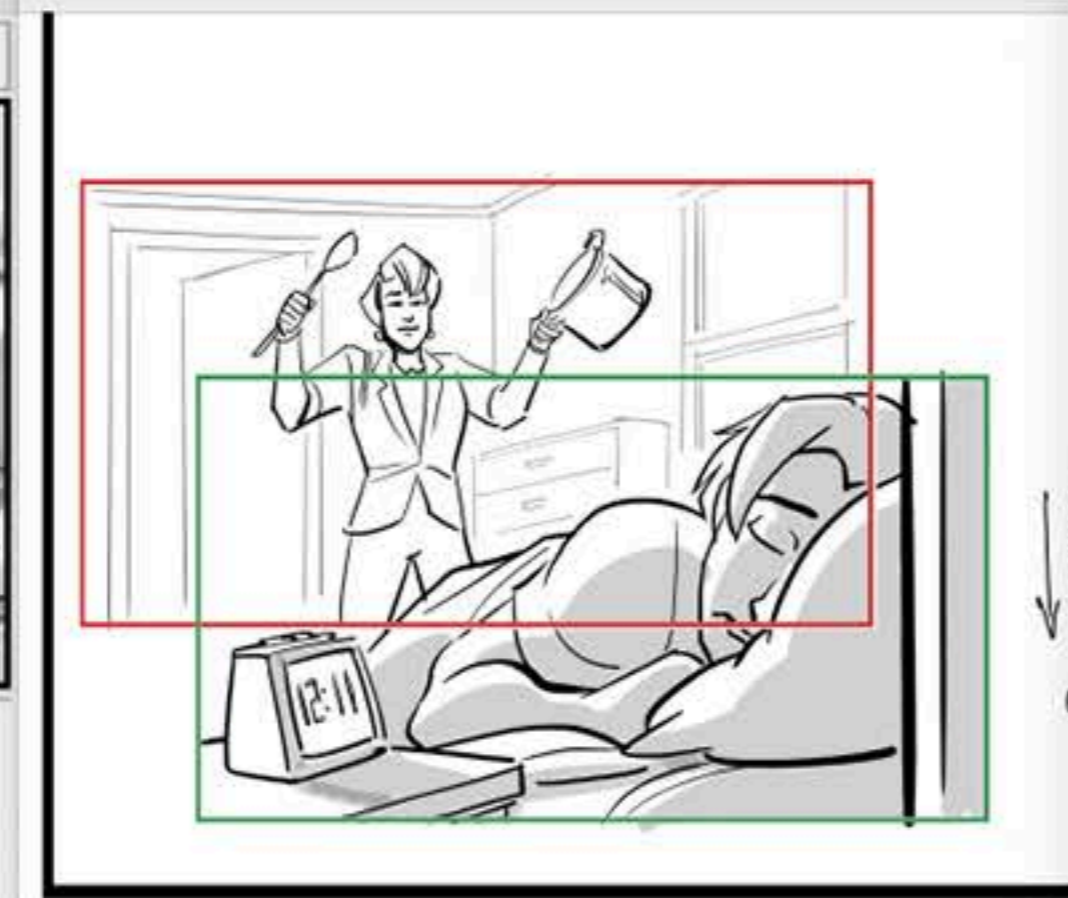
DIALOGUE:



ACTION:

End blur pan on Peter asleep in bedroom

DIALOGUE:



ACTION:

Pan up to Aunt May holding pot & spoon

DIALOGUE:



ACTION:

She antics to hit it (A pose)

DIALOGUE:



ACTION:

③ pose for A/B cycle

DIALOGUE:



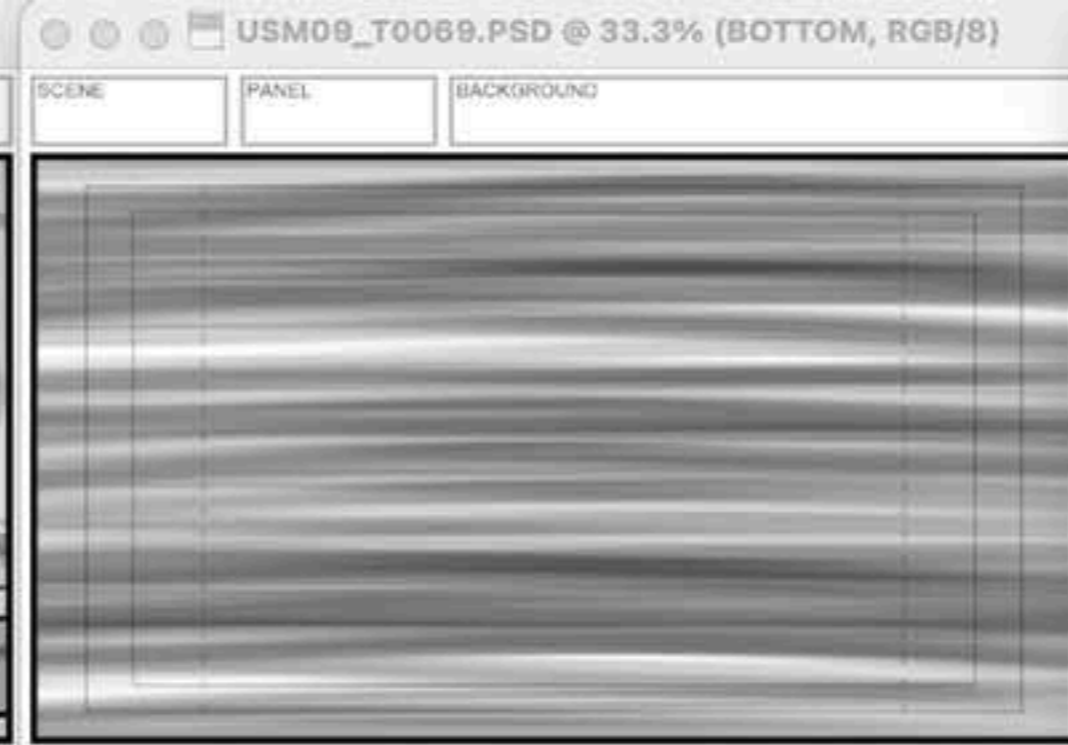
ACTION:  
Peter pops up in FG

DIALOGUE:



ACTION:  
Blur pan away ←  
This direction

DIALOGUE:



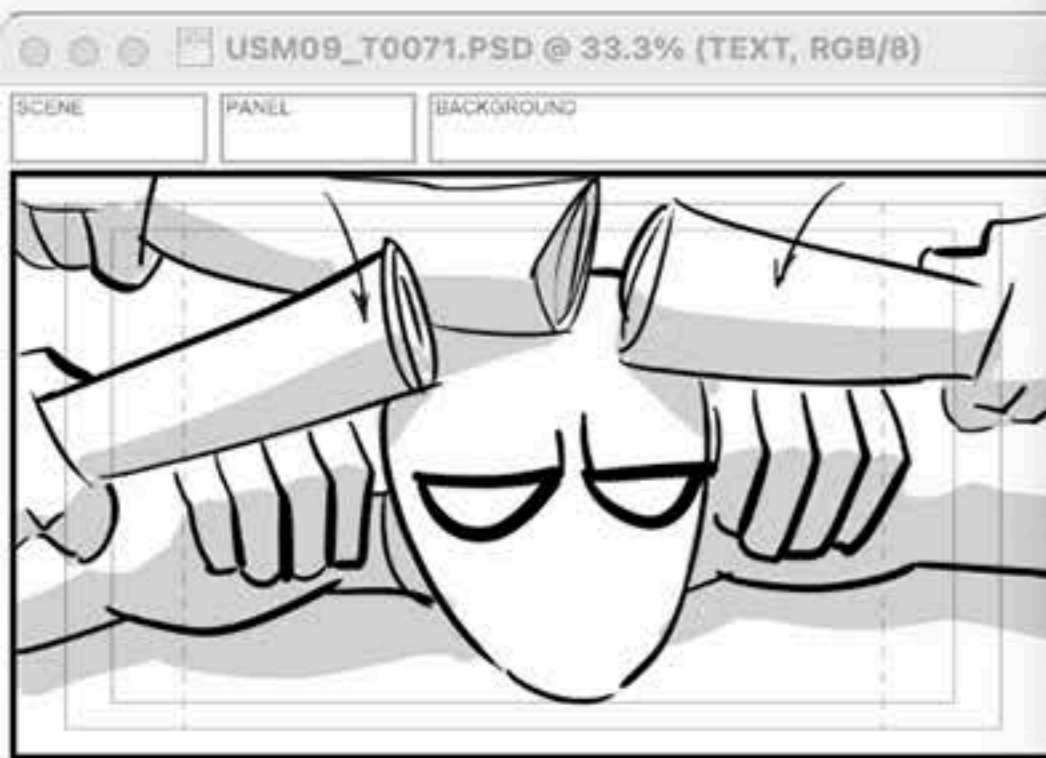
ACTION:

DIALOGUE:



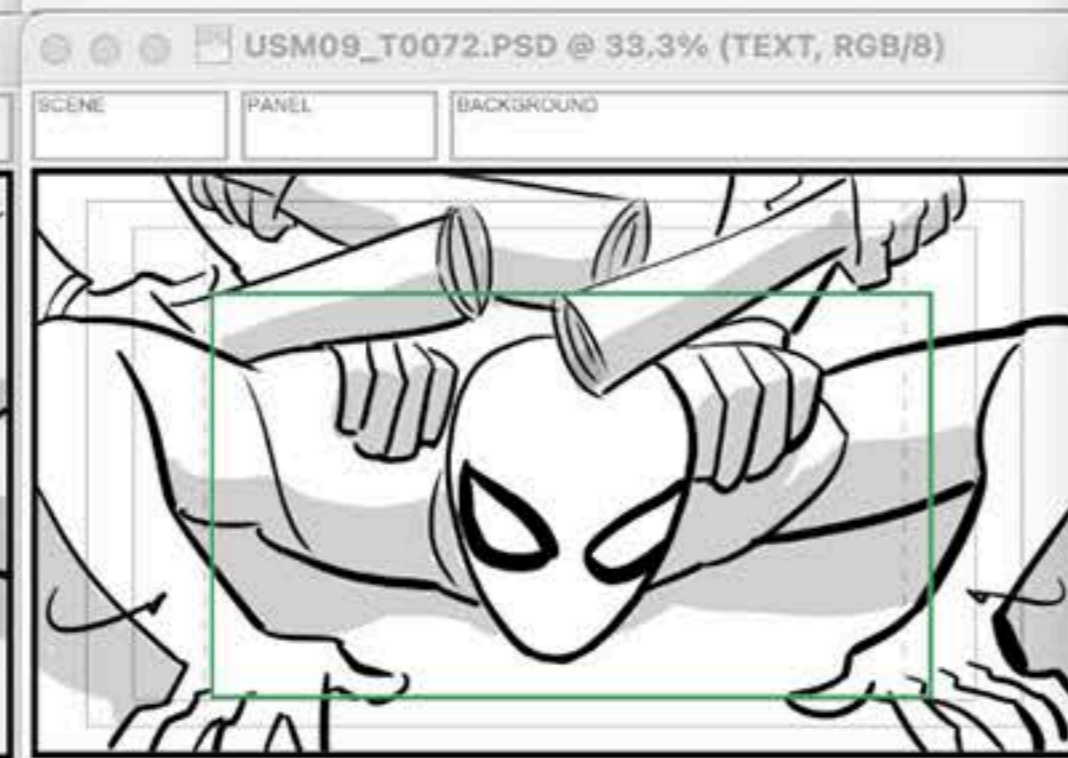
ACTION:

DIALOGUE:



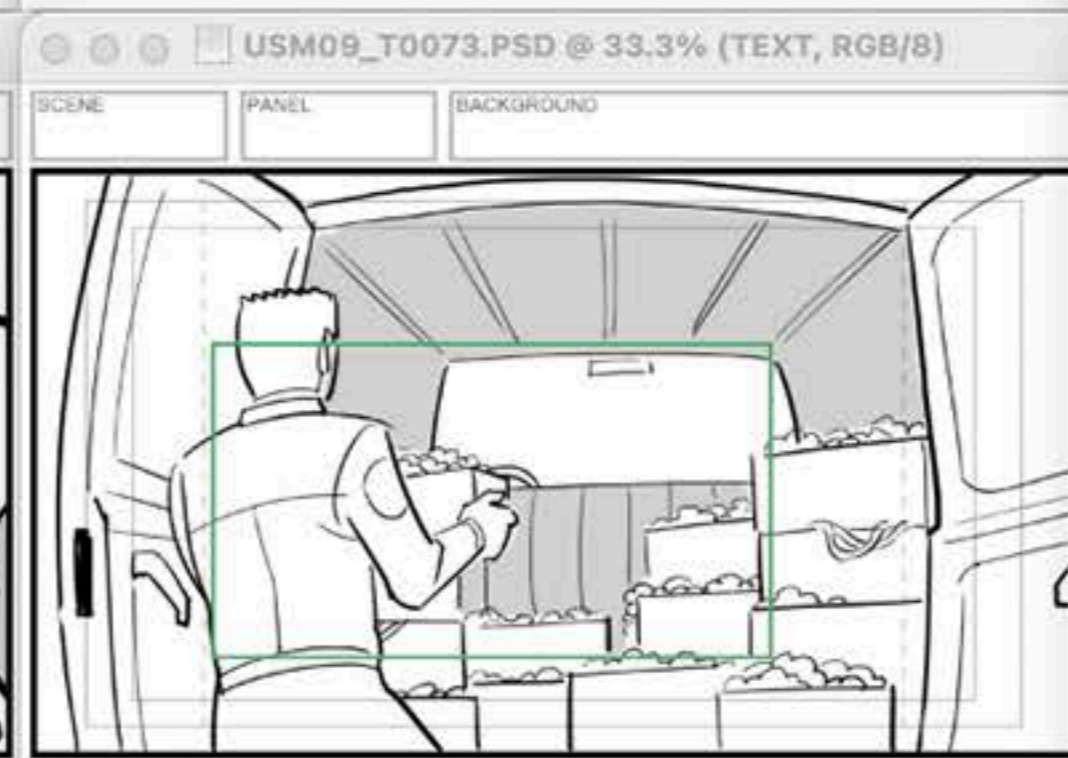
ACTION:  
(A/B cycles continue)

DIALOGUE:  
PICK UP LINE: Oh, yeah...



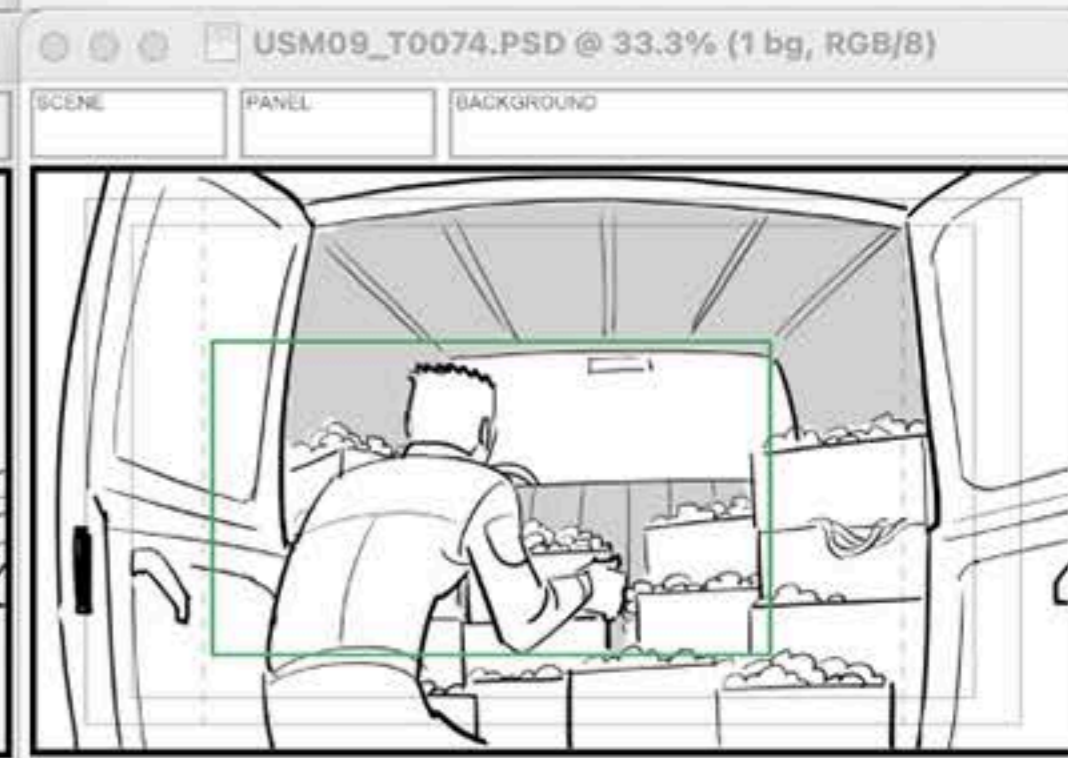
ACTION:  
Truck out as SM's arms shift

DIALOGUE:



ACTION:  
Tight on security guard placing  
box in van (don't truck out yet)

DIALOGUE:



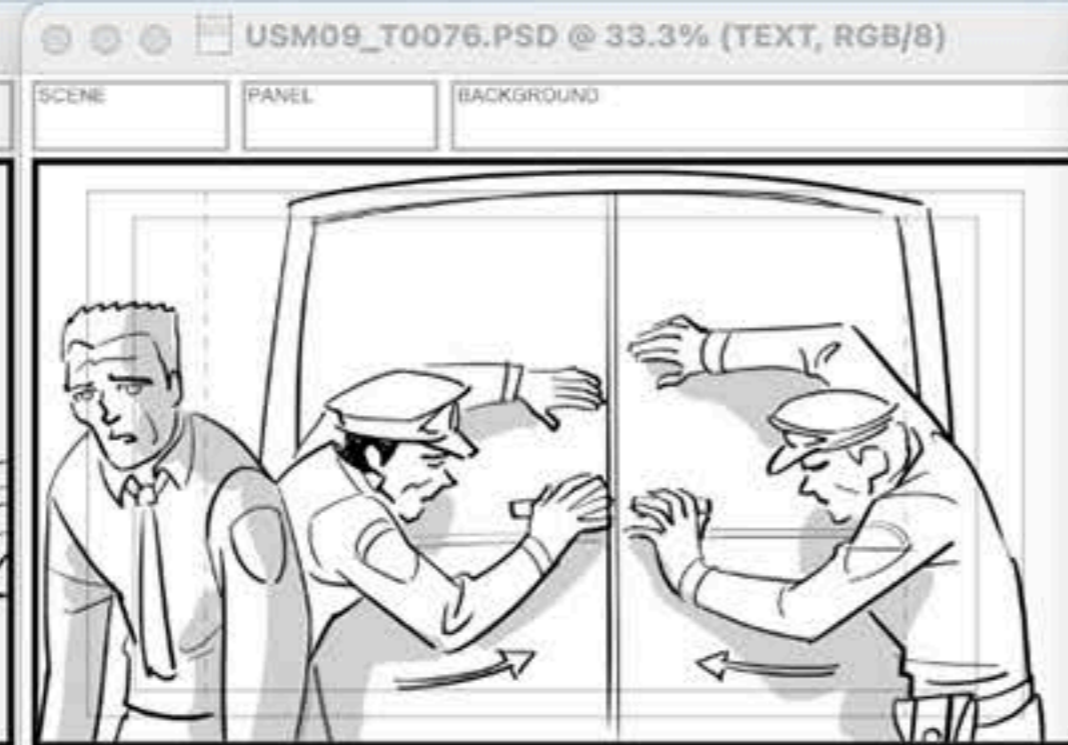
ACTION:

DIALOGUE:



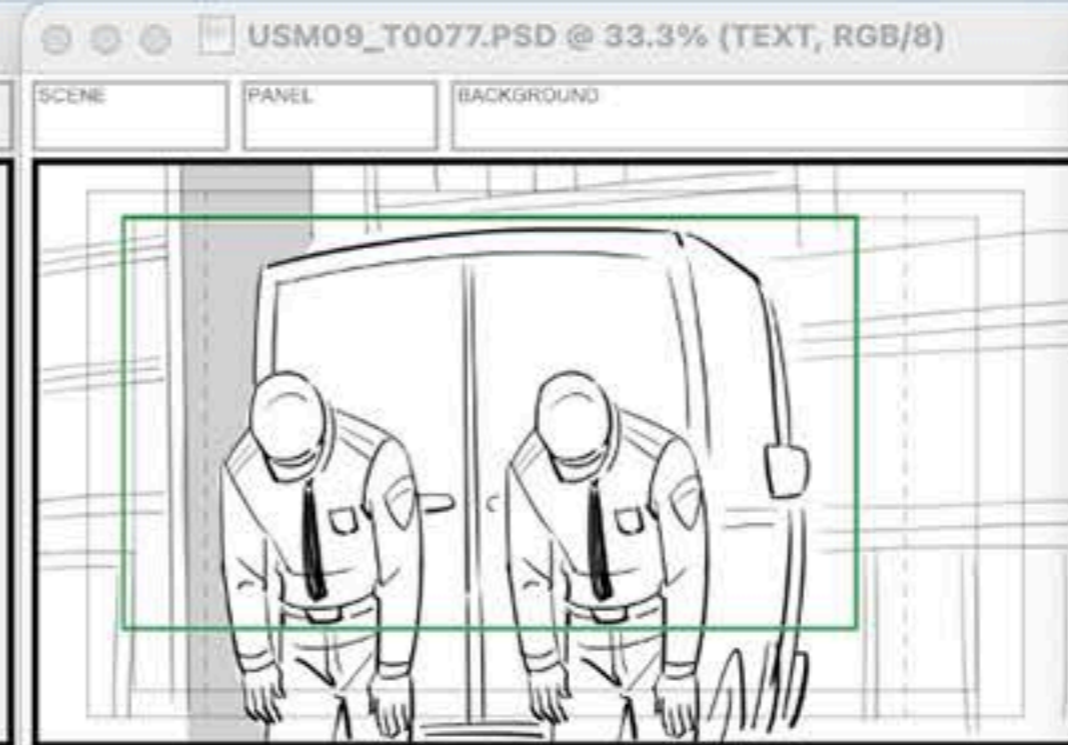
ACTION:  
Truck out from van

DIALOGUE:



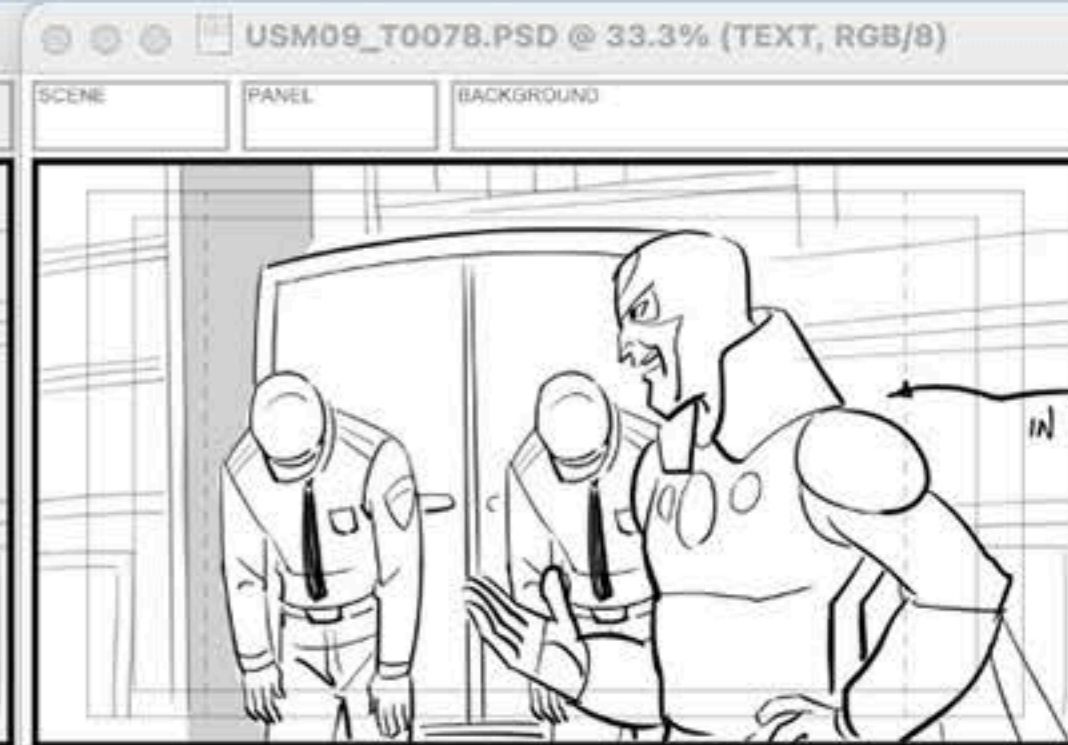
ACTION:  
CONTINUE truck out

DIALOGUE:



ACTION:  
FINISH truck out as cops bow

DIALOGUE:



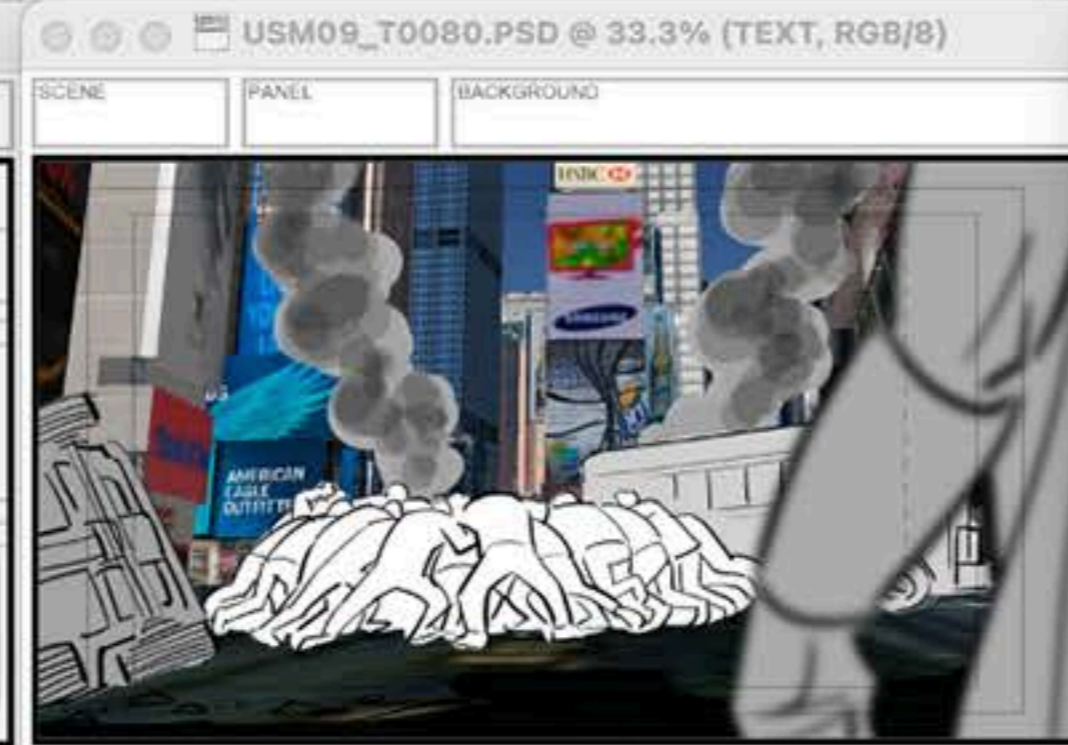
ACTION:  
② M: Well done, men.

DIALOGUE:



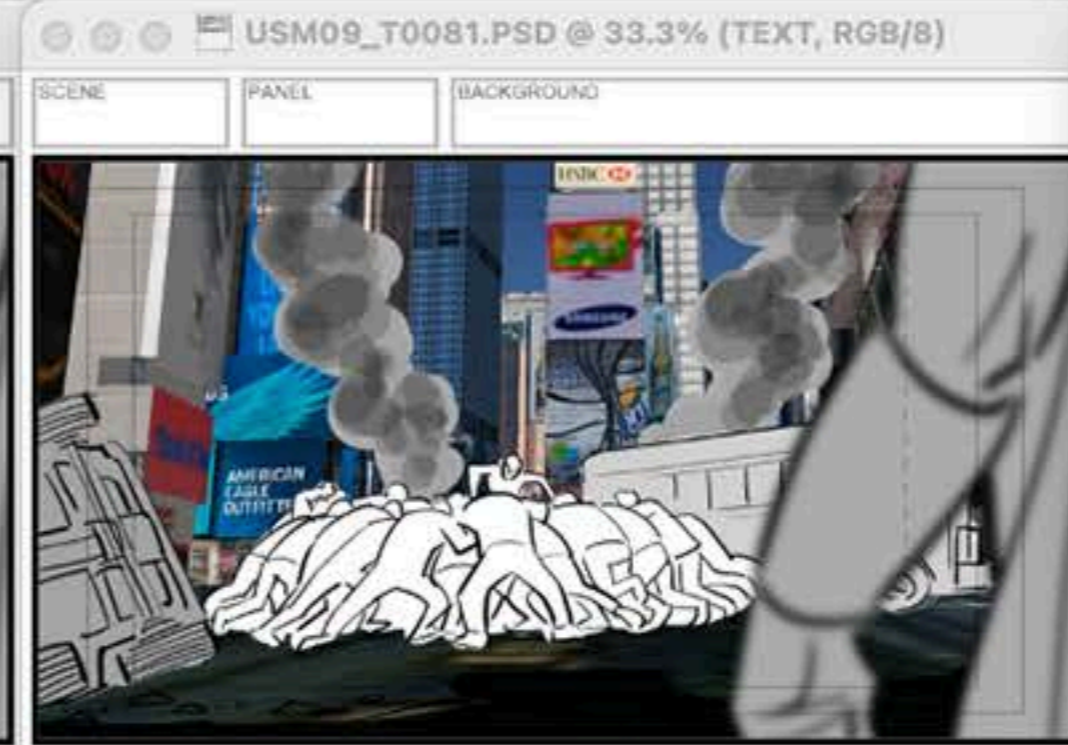
ACTION:

DIALOGUE:



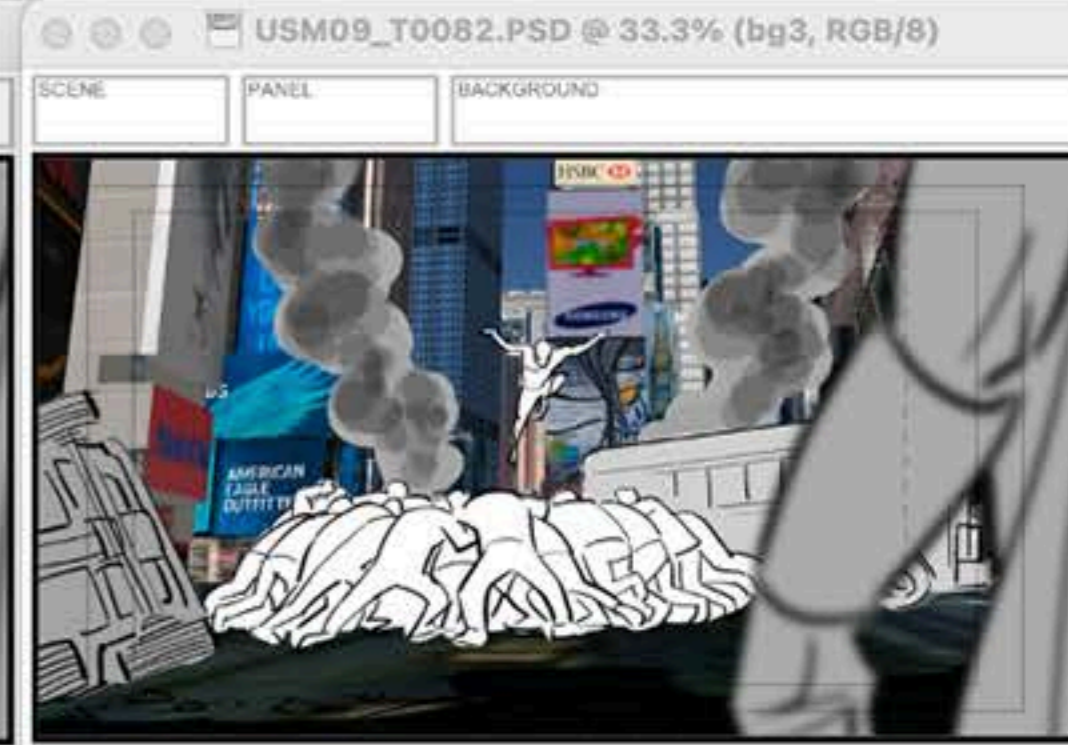
ACTION:  
On crowd holding down SM  
↑  
M in FG

DIALOGUE:



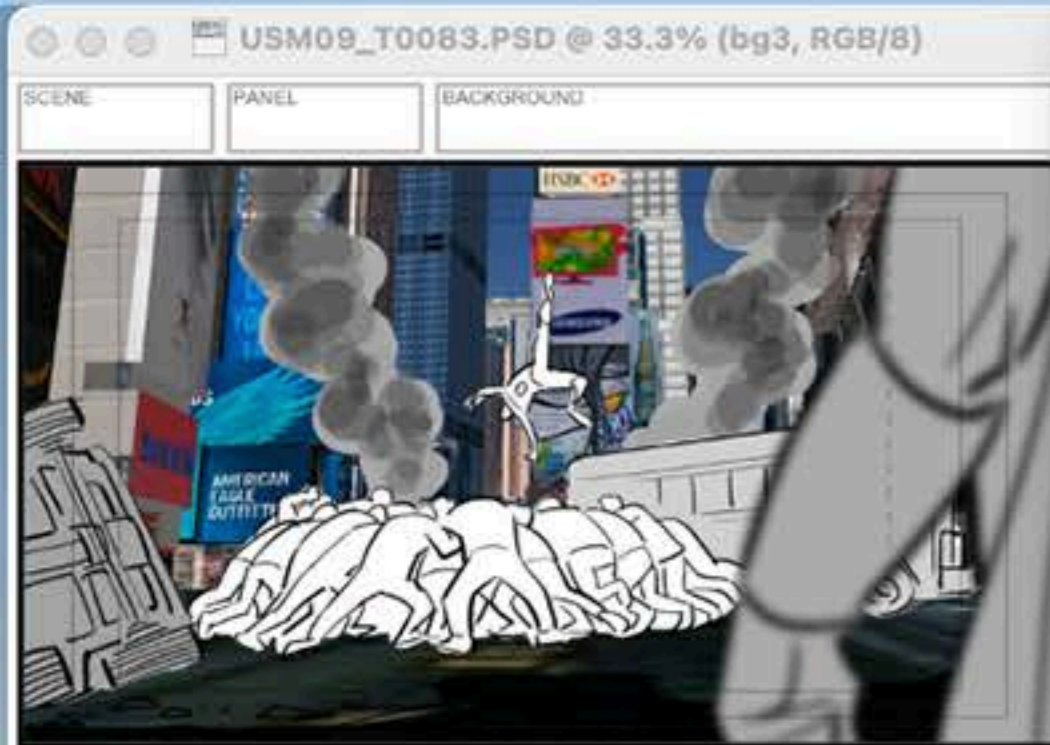
ACTION:  
SM climbs out of group

DIALOGUE:



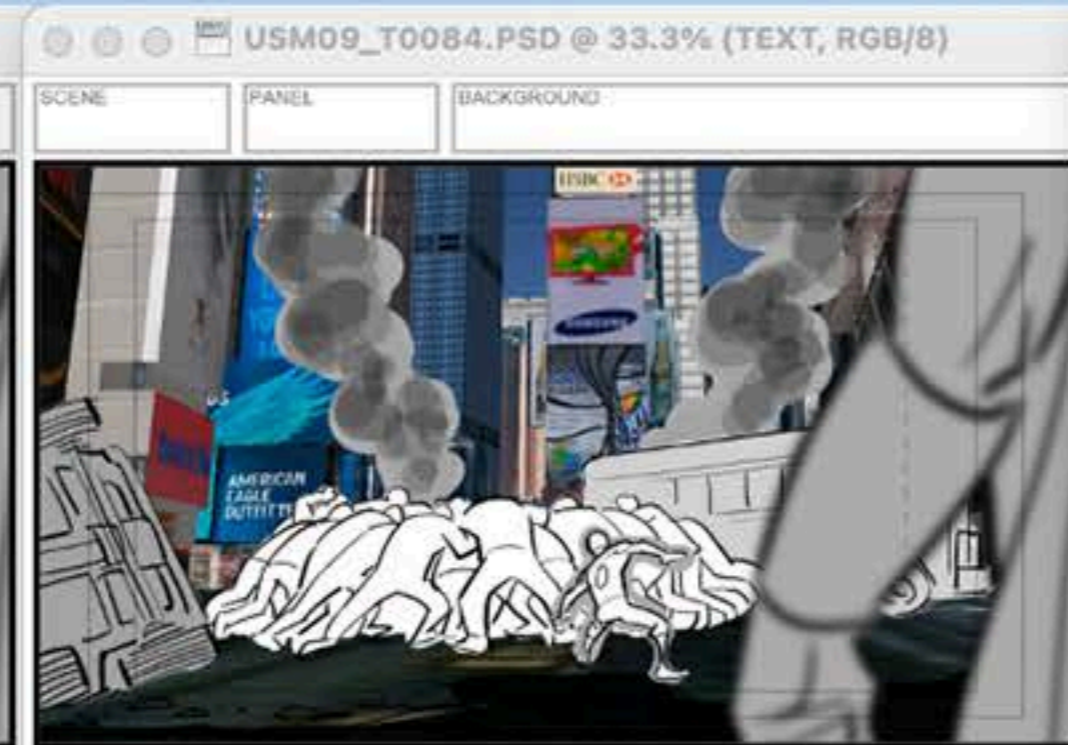
ACTION:

DIALOGUE:



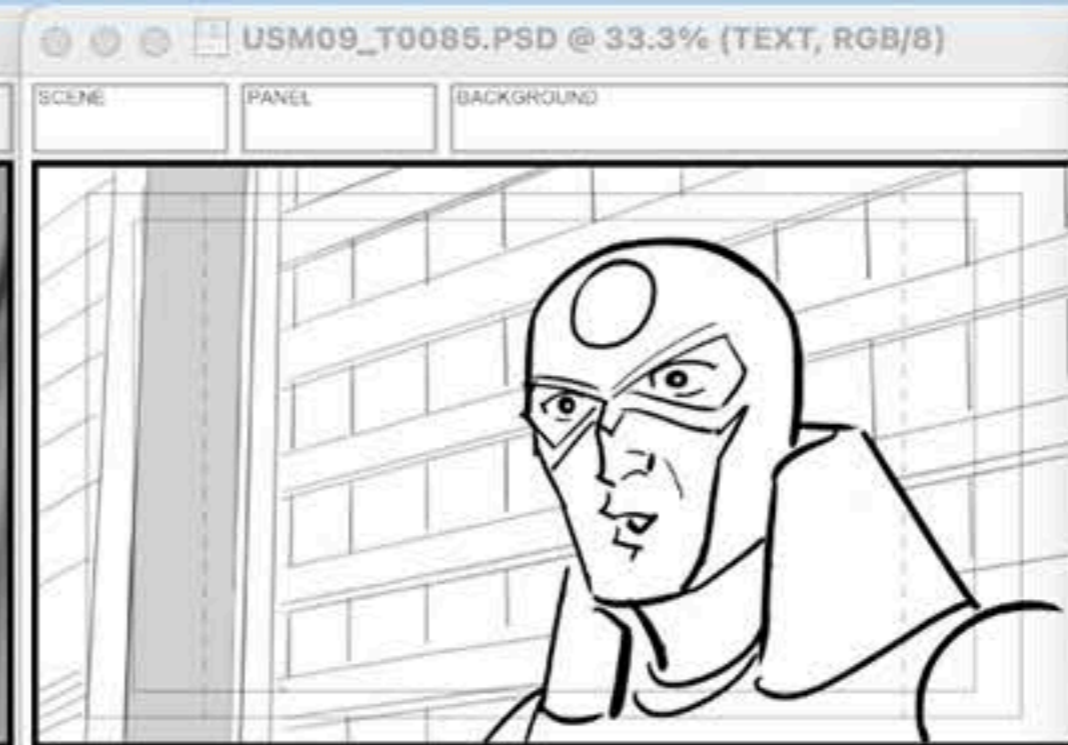
ACTION:

DIALOGUE:



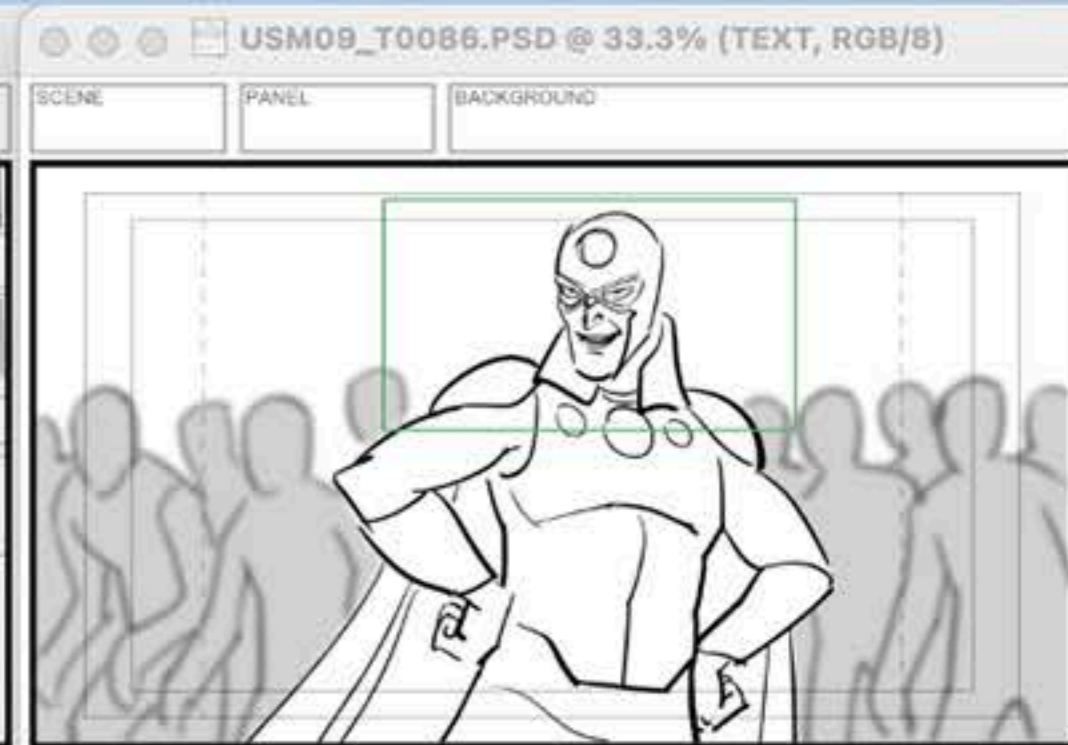
ACTION:  
SM lands on ground-group  
doesn't react

DIALOGUE:



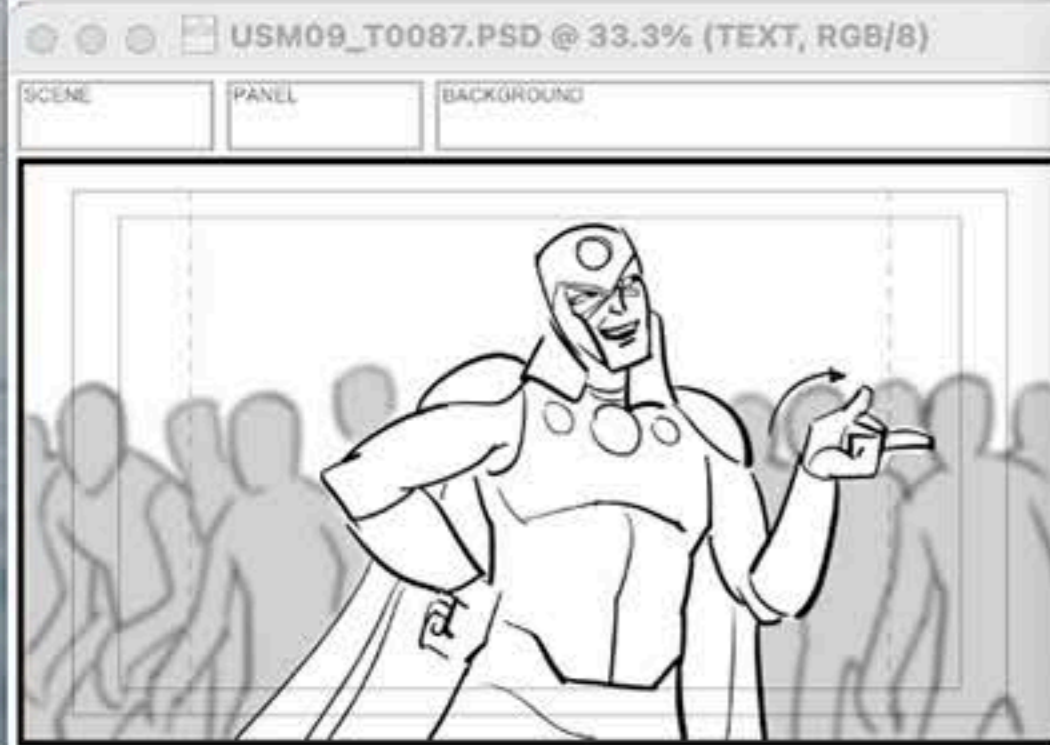
ACTION:

DIALOGUE:  
⑦ M: OOH, a real-life



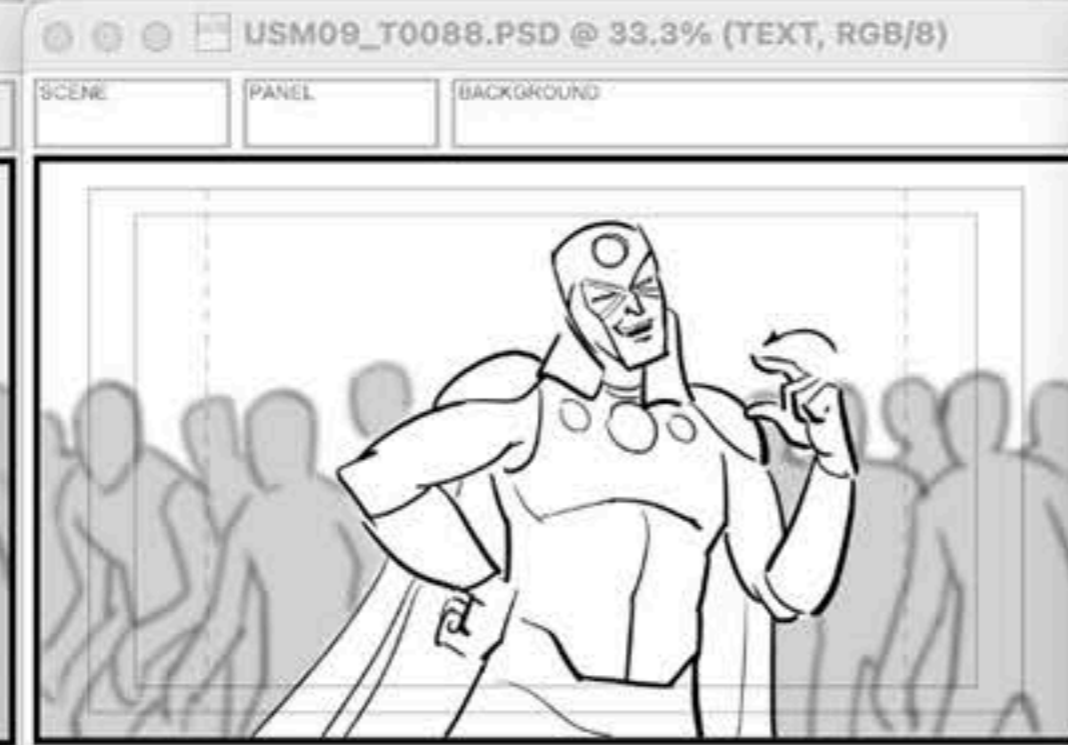
ACTION:  
Truck out

DIALOGUE:  
-super hero! I would very-



ACTION:

DIALOGUE:  
-much like to see you all tear him-



ACTION:

DIALOGUE:  
-limb from limb



ACTION:  
Bum rushes thru FG

DIALOGUE:



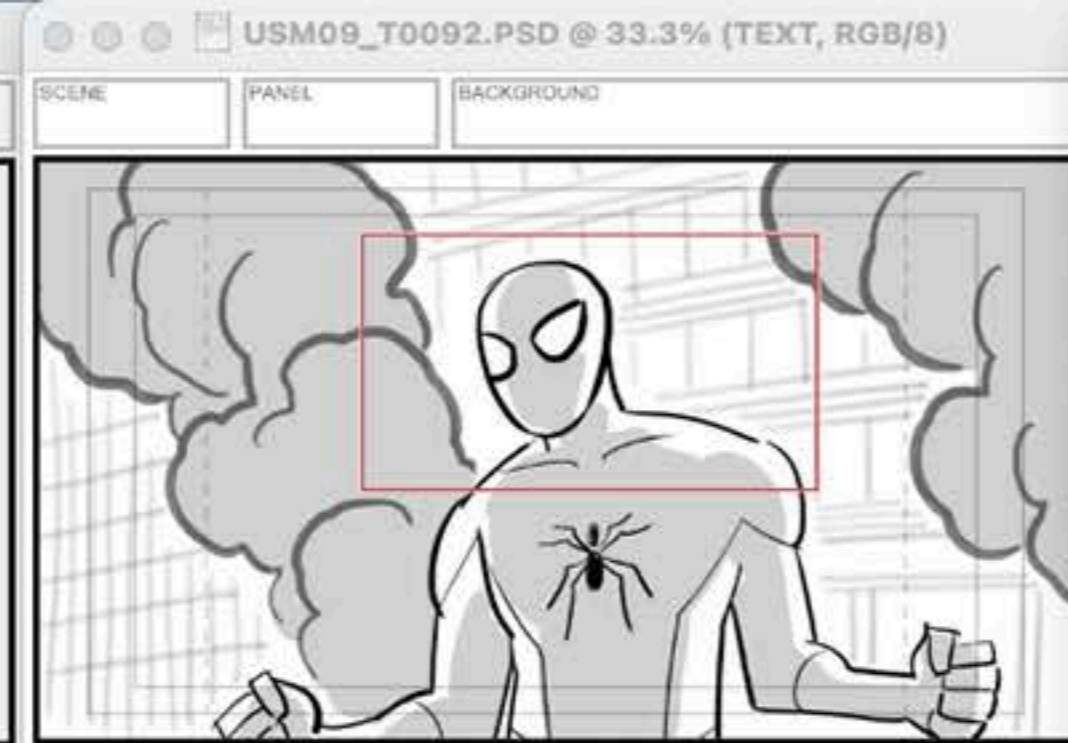
ACTION:  
2nd guy follows, zombie-like

DIALOGUE:



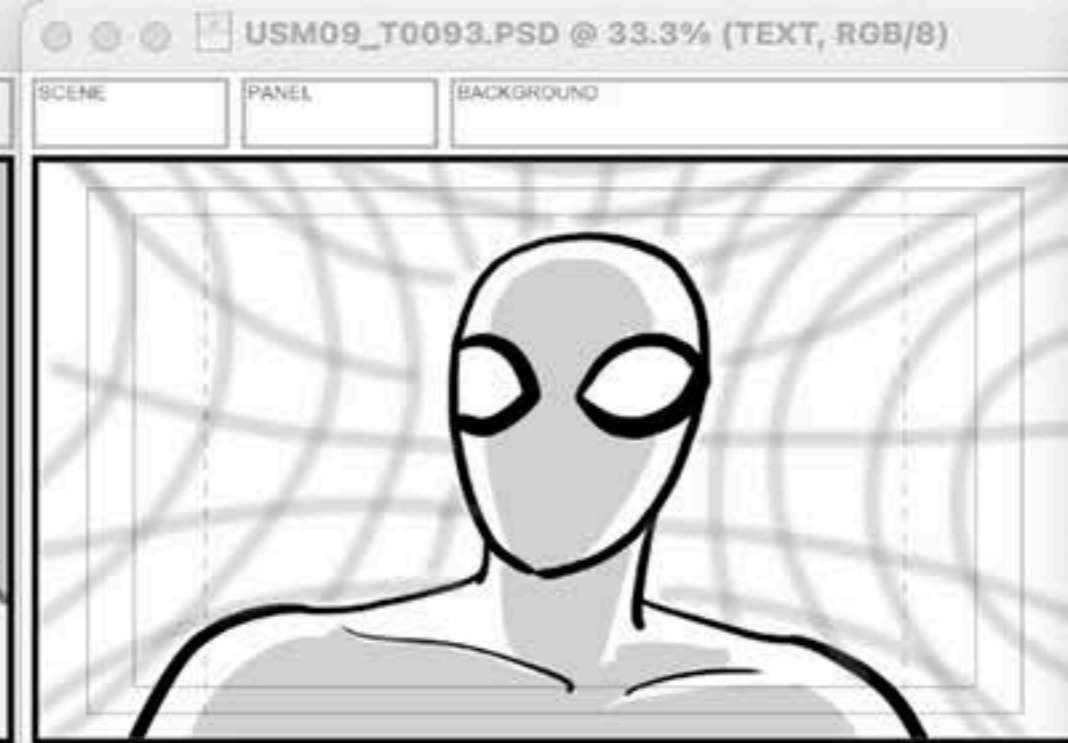
ACTION:  
He wipes scene

DIALOGUE:



ACTION:  
TRUCK IN on SM

DIALOGUE:



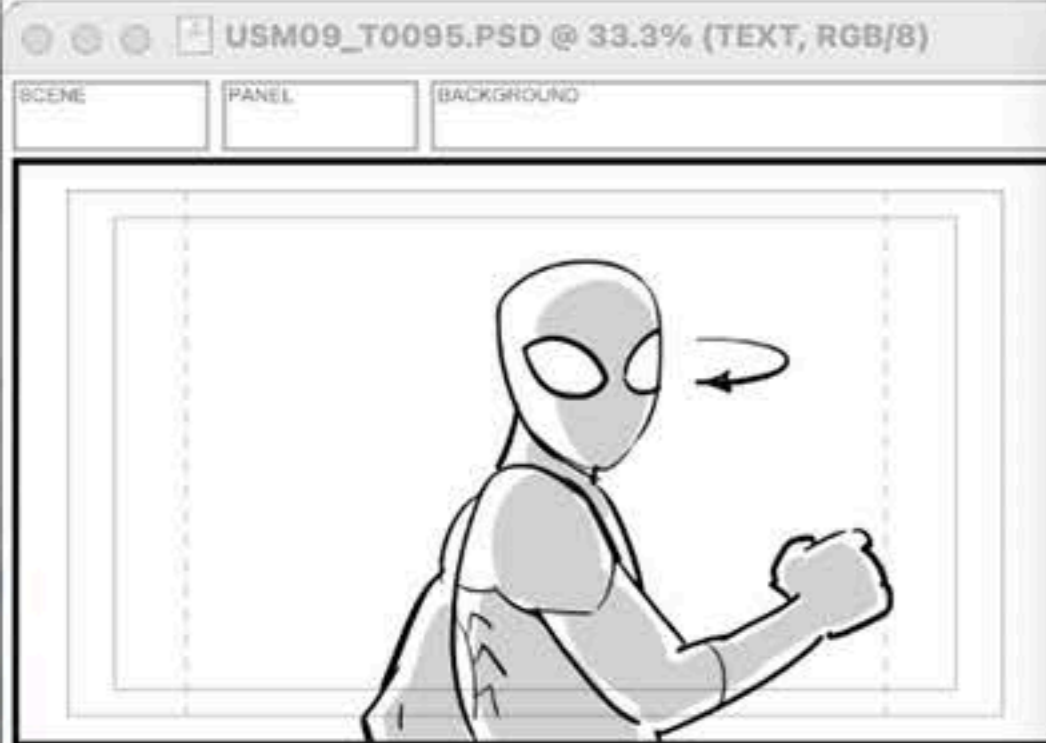
ACTION:  
Spider-sense FX

DIALOGUE:



ACTION:  
Cut to reverse - cam rushing toward SM

DIALOGUE:



ACTION:  
He turns

DIALOGUE:



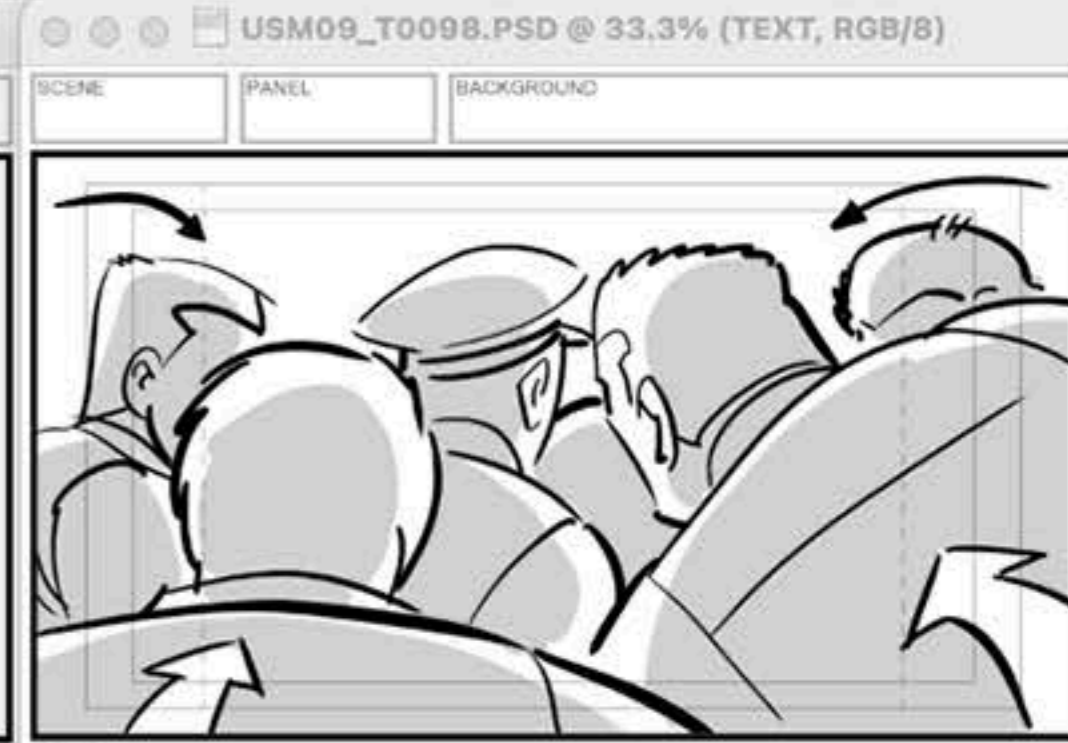
ACTION:  
Bum grabs him from behind

DIALOGUE:  
⑧ SM: Hey, come on!



ACTION:  
I just washed the costume!

DIALOGUE:



ACTION:  
Crowd rushes in

DIALOGUE:



ACTION:  
People run thru FG as M laughs

DIALOGUE:



ACTION:

DIALOGUE:



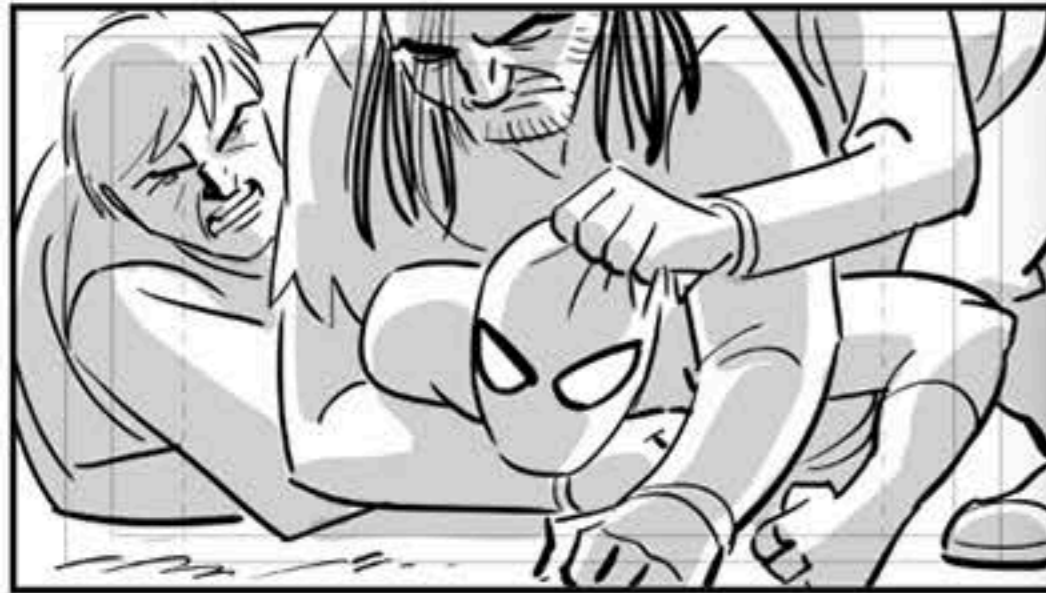
ACTION:

DIALOGUE:



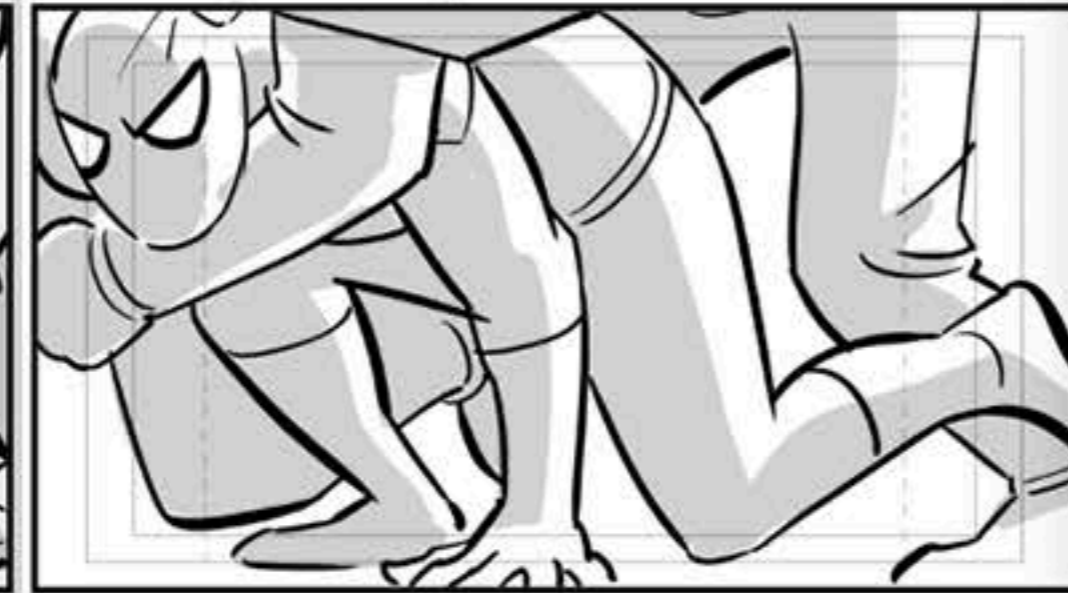
ACTION:

DIALOGUE:



ACTION:  
On SM under a pile of people

DIALOGUE:



ACTION:  
He crawls FWD

DIALOGUE:



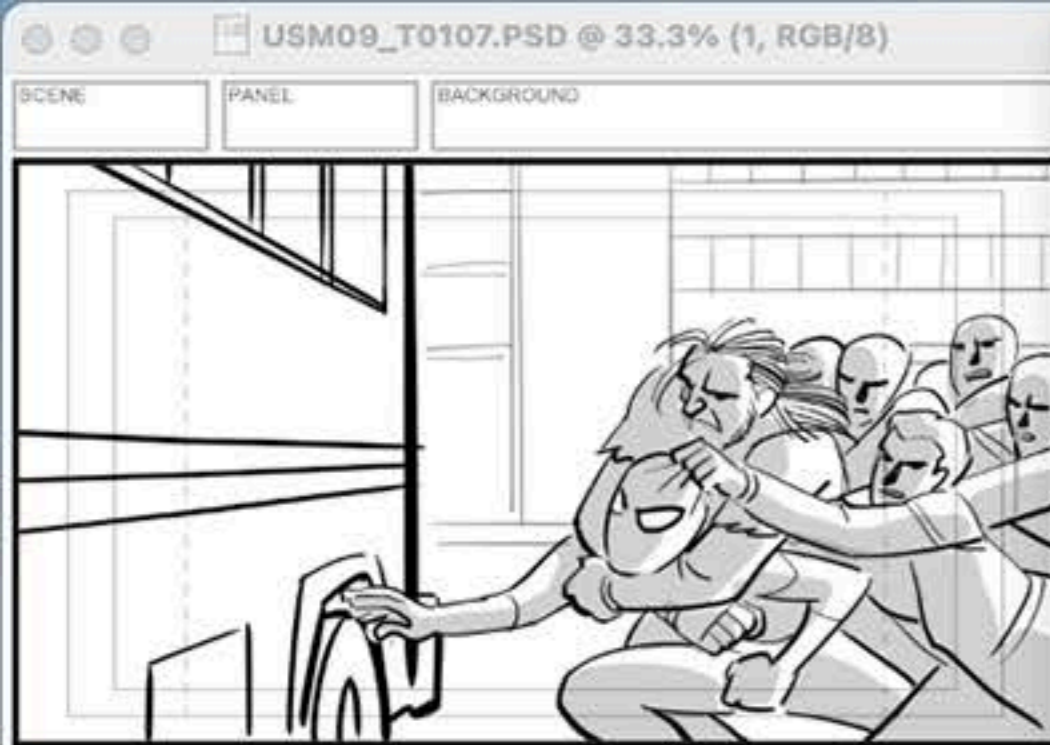
ACTION:  
SM drags crowd toward bus

DIALOGUE:



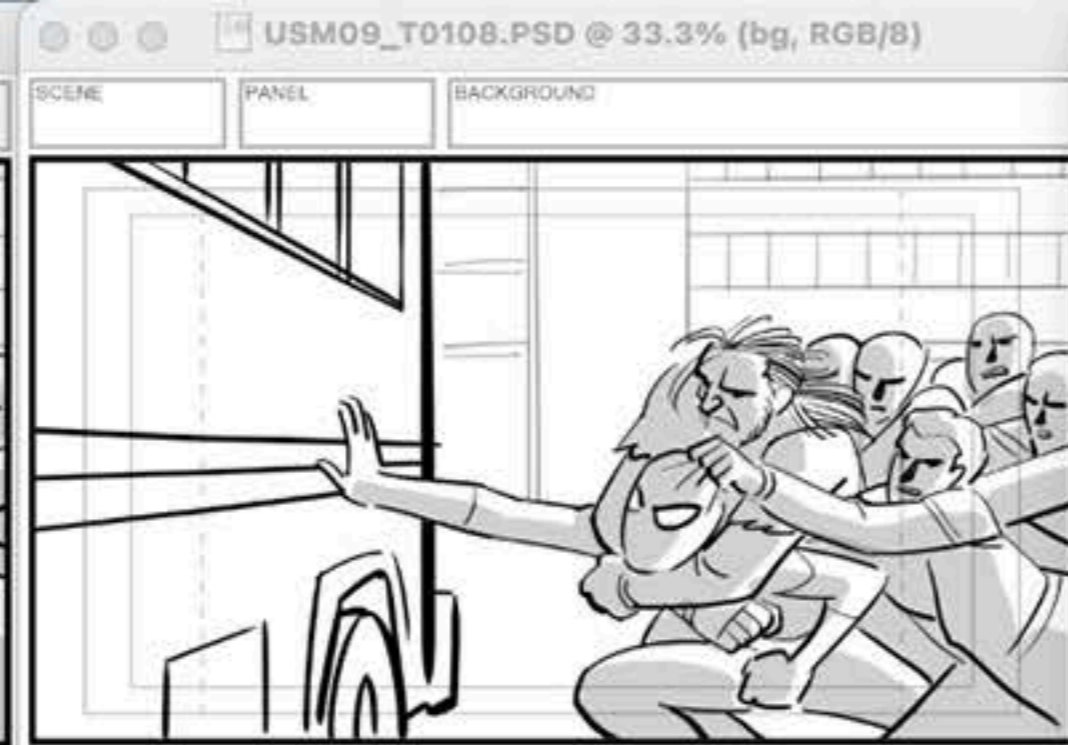
ACTION:

DIALOGUE:



ACTION:

DIALOGUE:



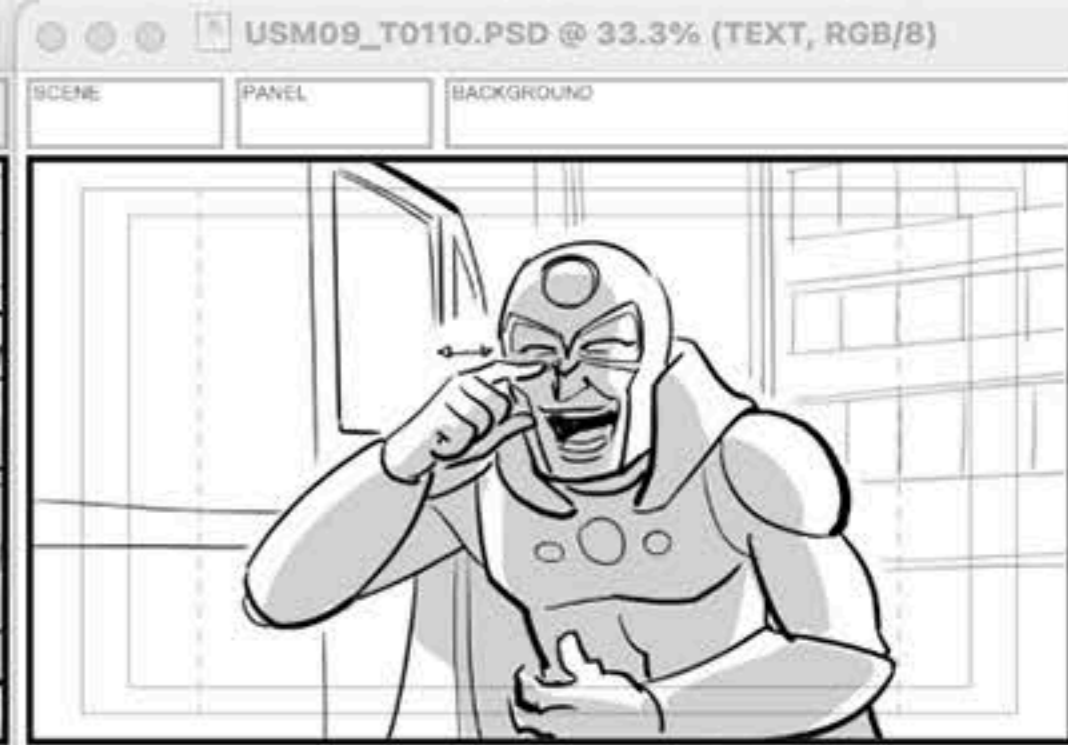
ACTION:

DIALOGUE:



ACTION:

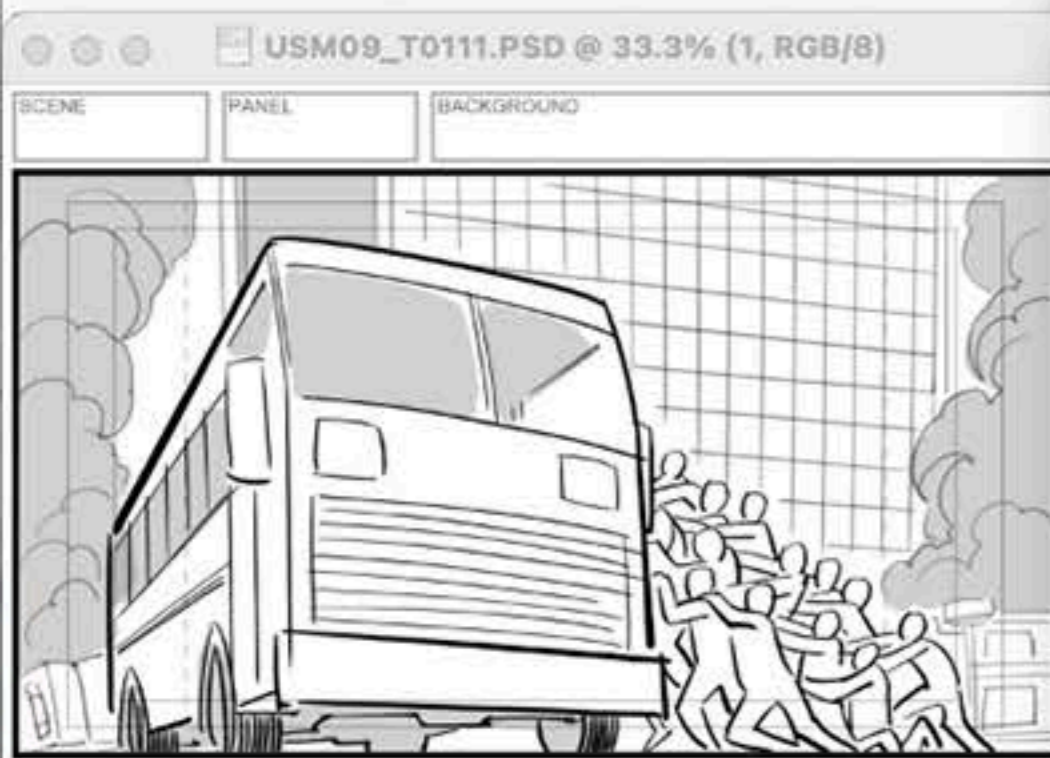
DIALOGUE:



ACTION:

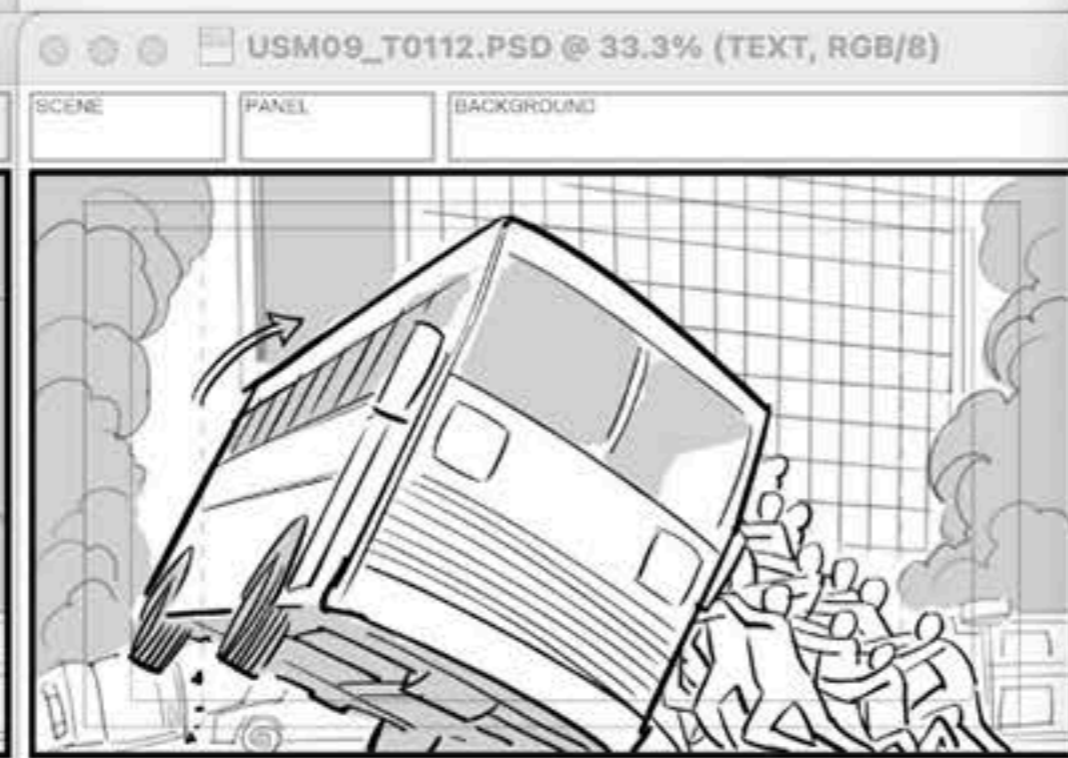
M wipes tears of laughter

< LAUGH >



ACTION:

DIALOGUE:



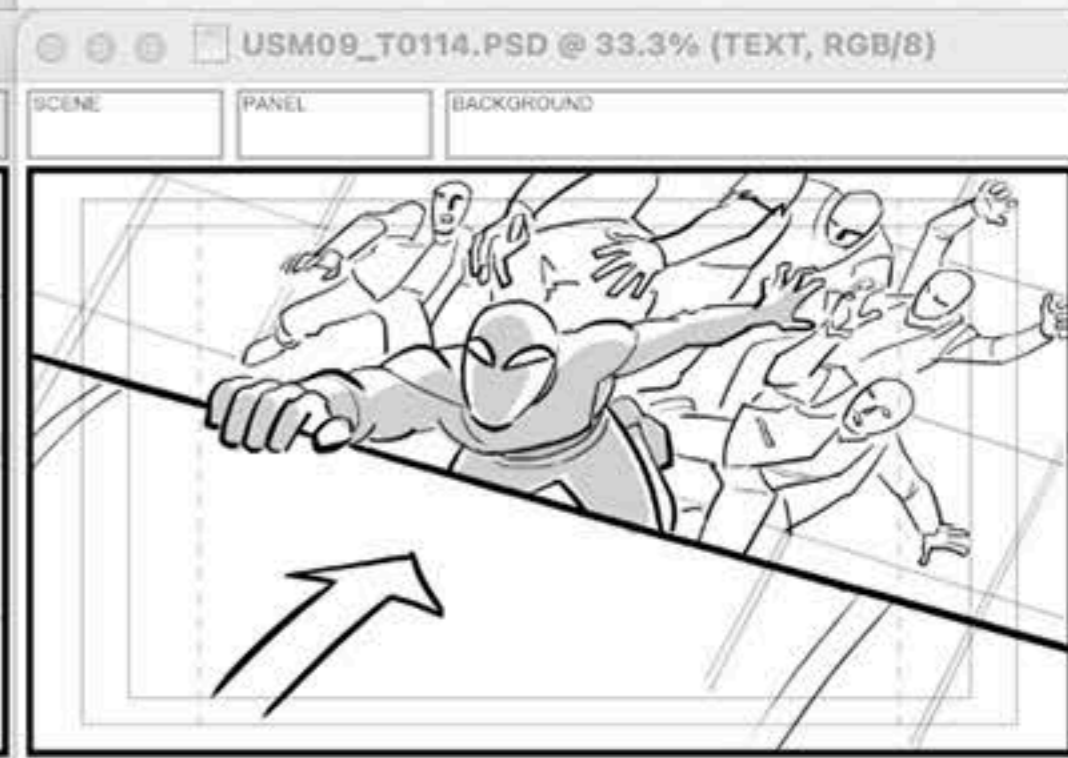
ACTION:

Bus TIPS



ACTION:

All hang on to SM



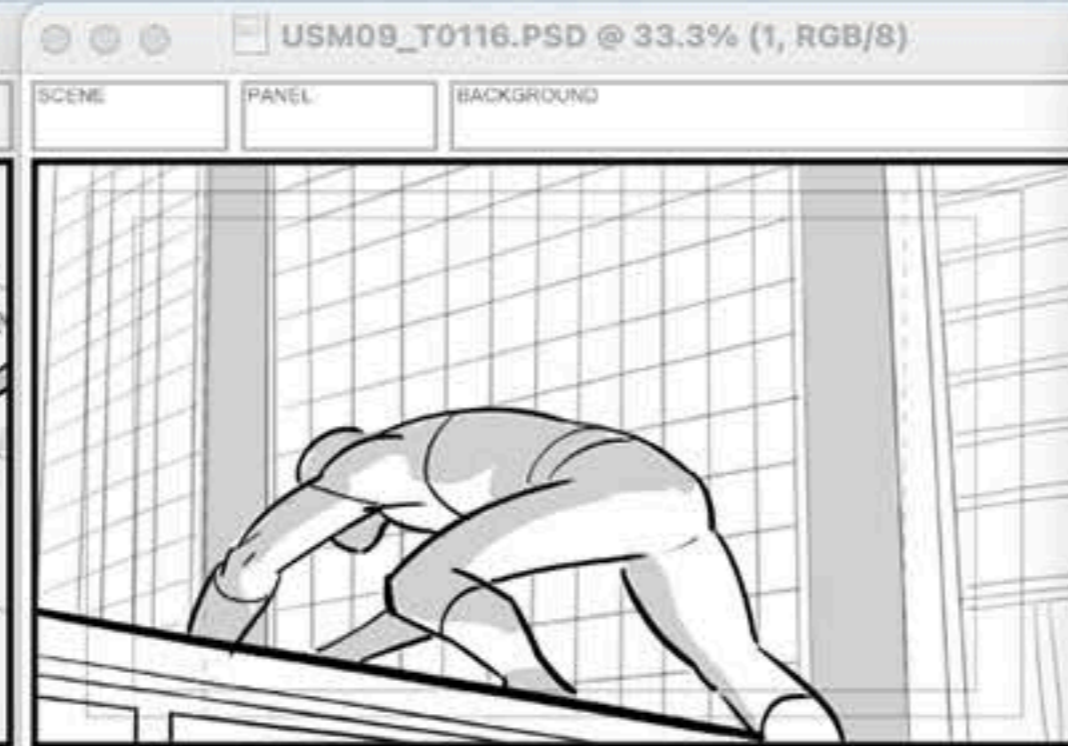
ACTION:

They let go & fall as bus tips



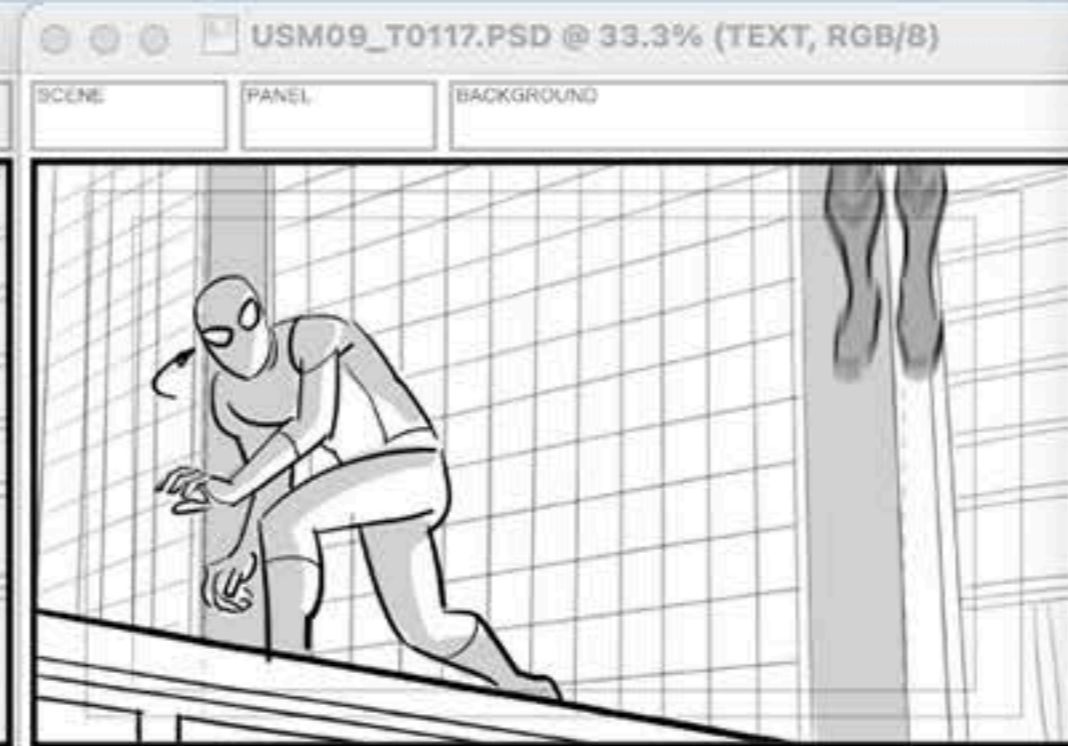
ACTION:  
It tips back as they land on backs

DIALOGUE:



ACTION:

DIALOGUE:



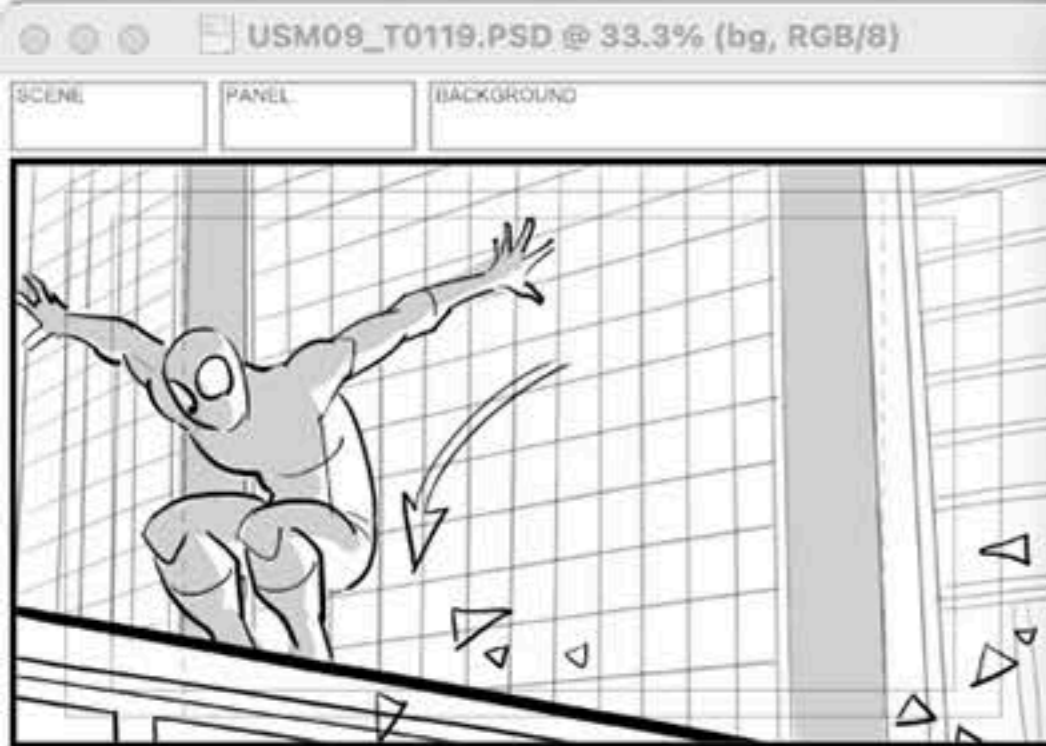
ACTION:  
Wolverine drops in from OS

DIALOGUE:



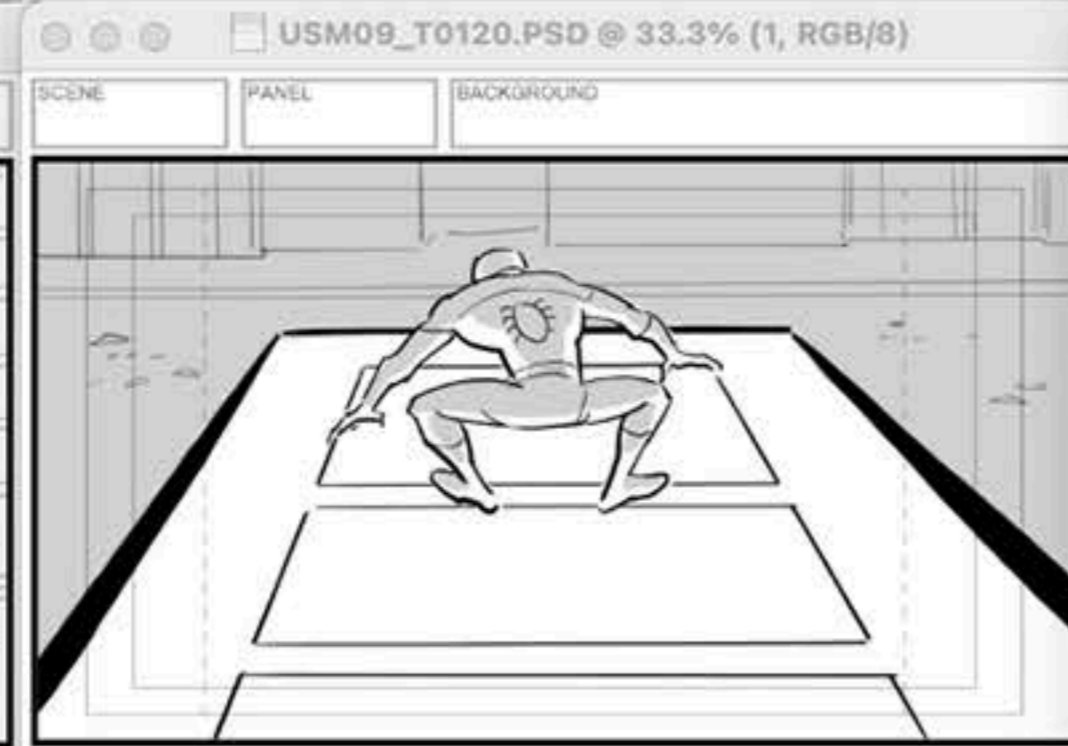
ACTION:

DIALOGUE:



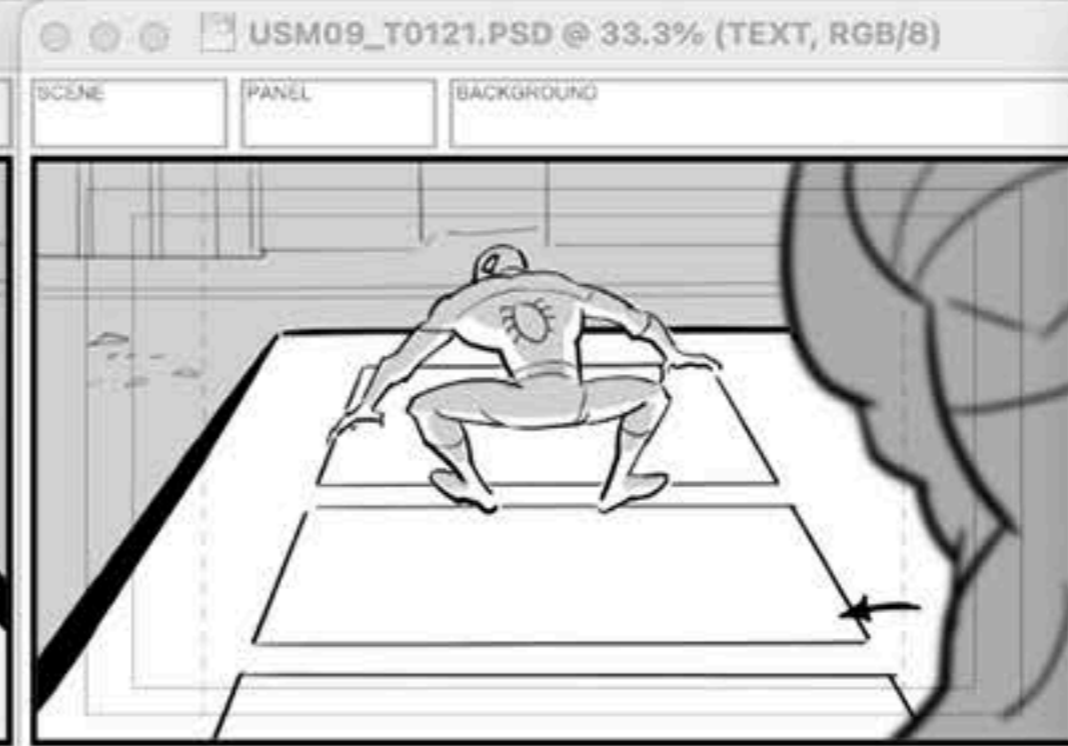
ACTION:

DIALOGUE:



ACTION:

DIALOGUE:



ACTION:  
W steps into FG (soft focus)

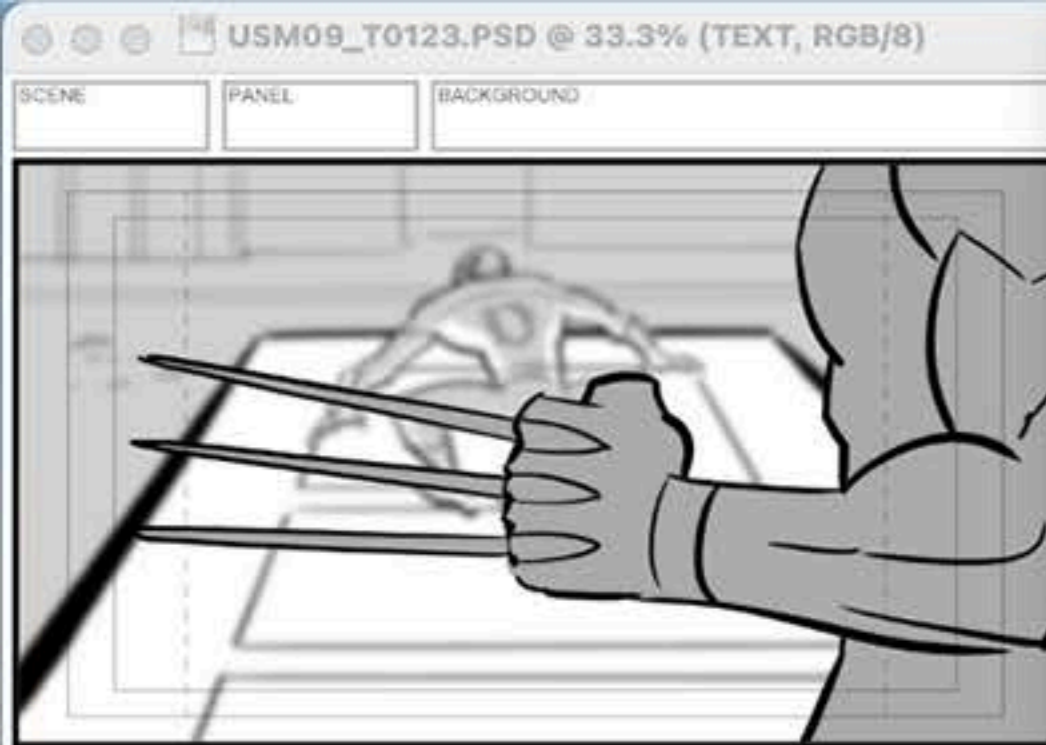
DIALOGUE:



ACTION:

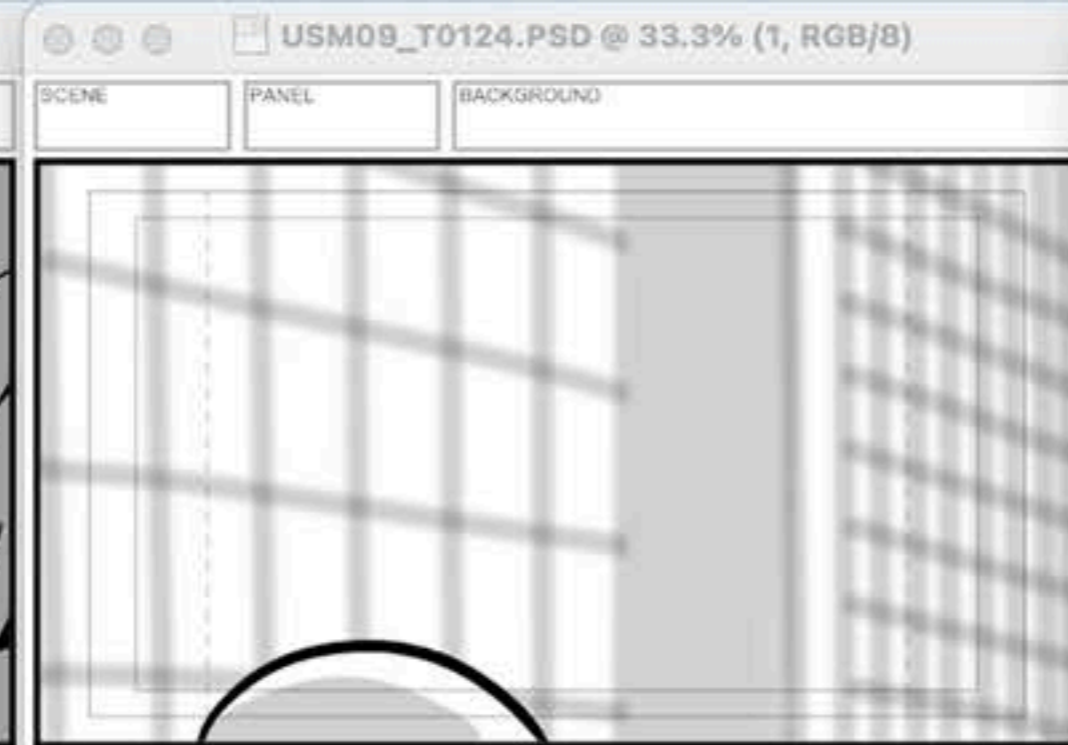
DIALOGUE:





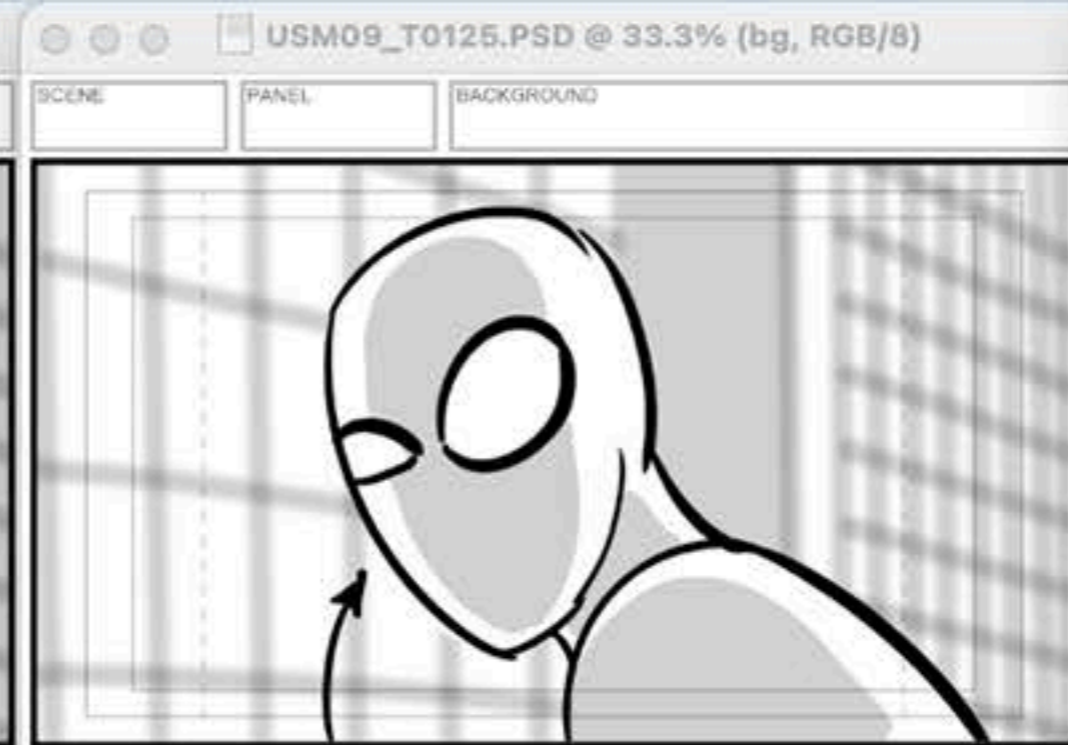
ACTION:  
*Rack focus to FG as claws emerge*

DIALOGUE:



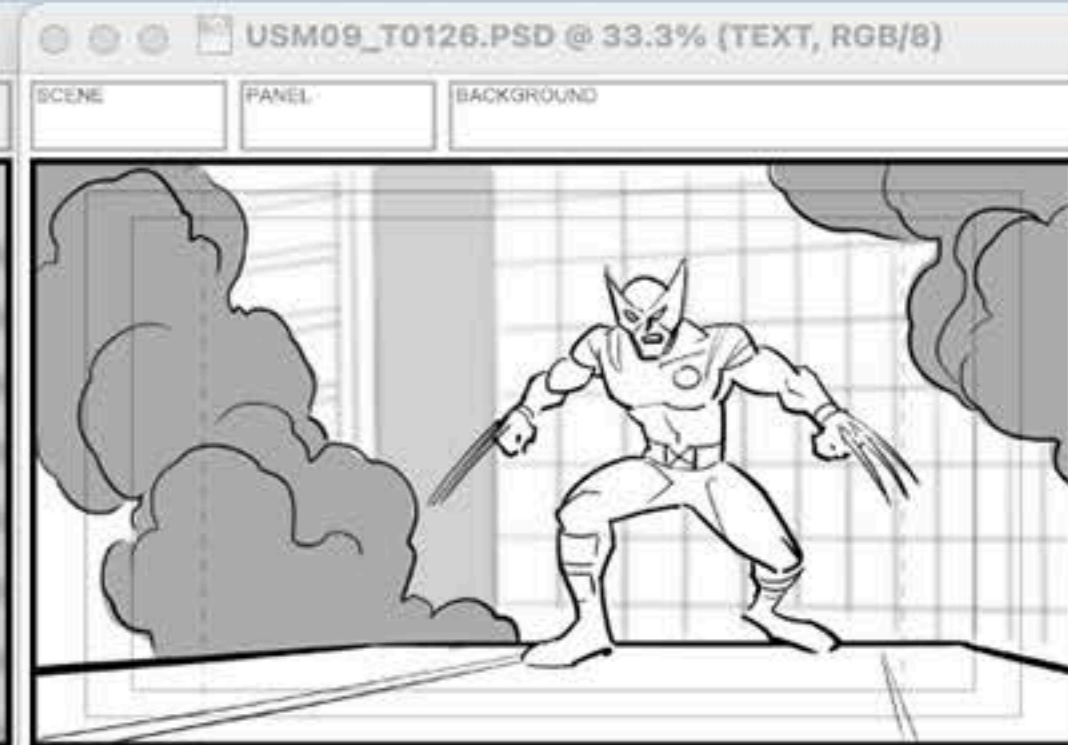
ACTION:

DIALOGUE:



ACTION:

DIALOGUE:



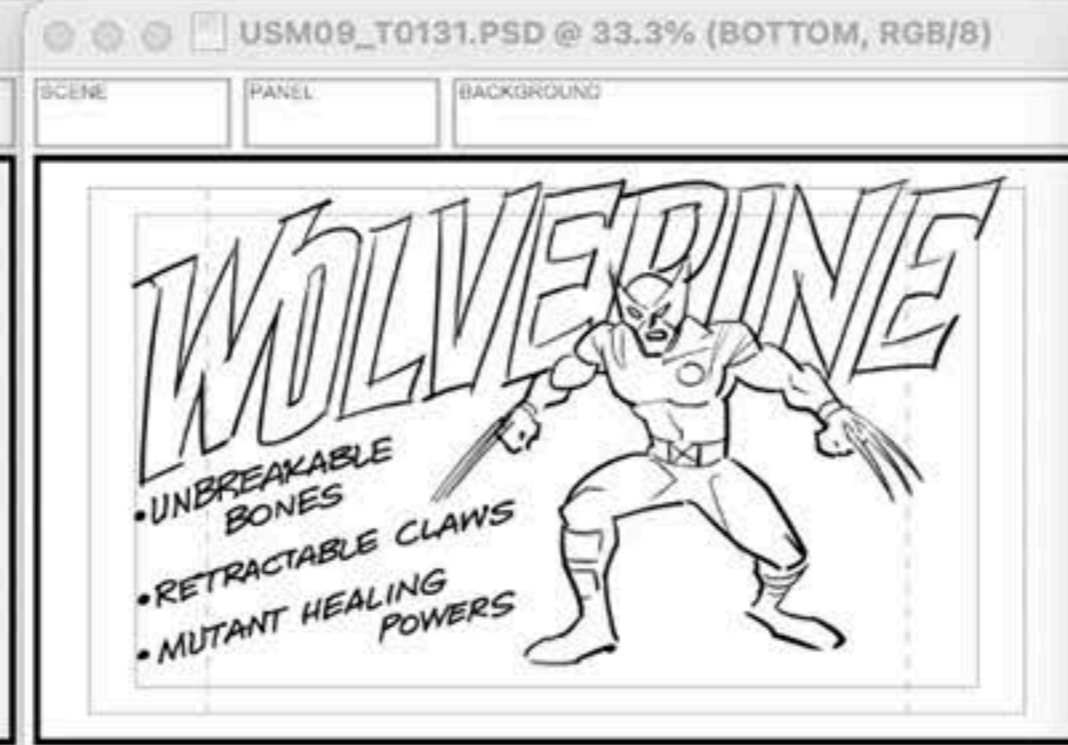
ACTION:  
*Smoke rises*

DIALOGUE:



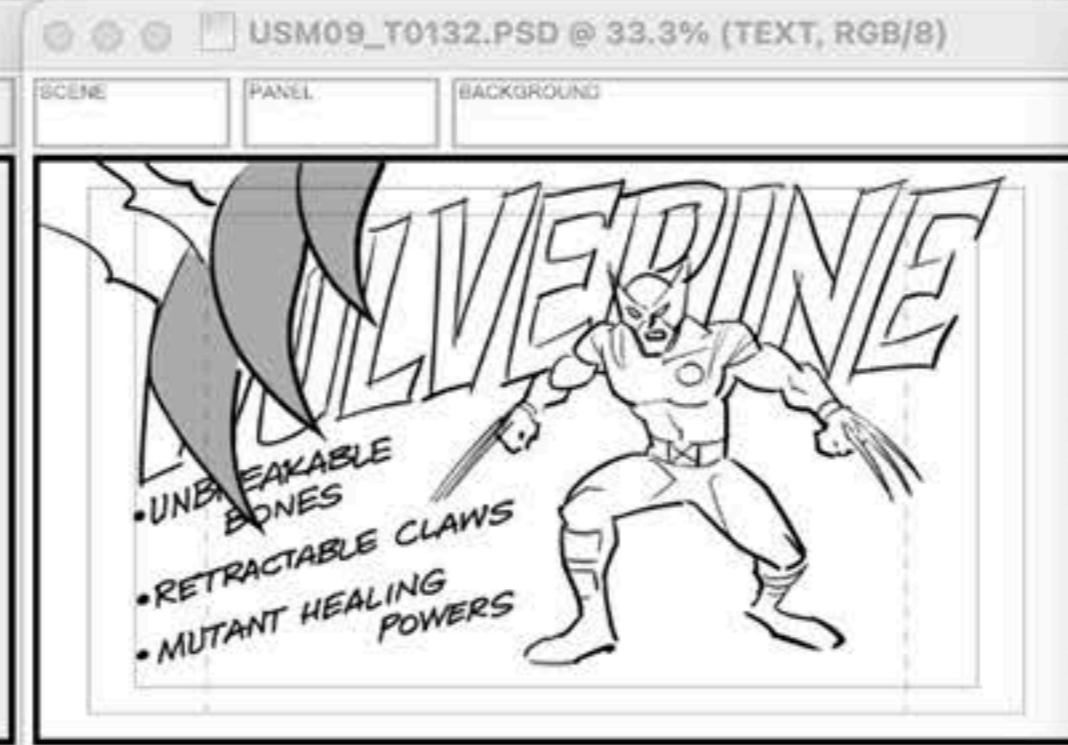
ACTION:  
*BG dissolves out—logo slides in*

DIALOGUE:



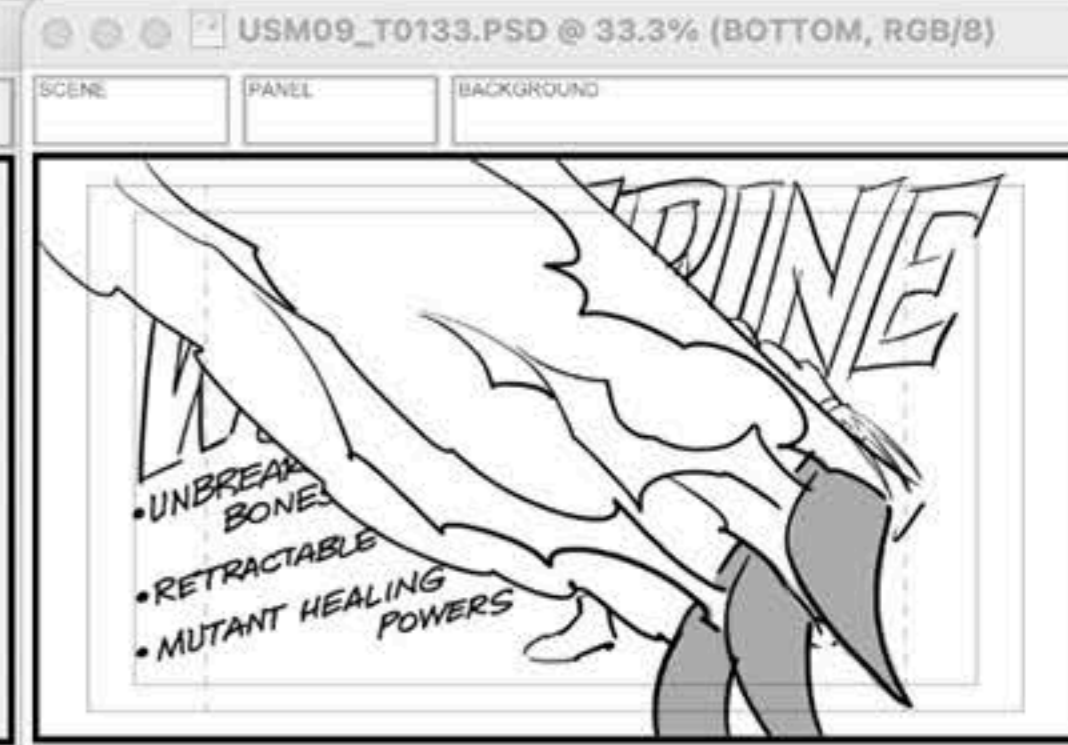
ACTION:

DIALOGUE:



ACTION:  
*Claws tear thru FG image like paper*

DIALOGUE:



ACTION:

DIALOGUE:

USM09\_T0134.PSD @ 33.3% (BOTTOM, RGB/8)

SCENE: PANEL: BACKGROUND:

• RETRACTABLE  
• MUTANT HEALING POWERS

ACTION:

DIALOGUE:

USM09\_T0135.PSD @ 33.3% (BOTTOM, RGB/8)

SCENE: PANEL: BACKGROUND:

ACTION:

DIALOGUE:

USM09\_T0136.PSD @ 33.3% (BOTTOM, RGB/8)

SCENE: PANEL: BACKGROUND:

ACTION:

DIALOGUE:

USM09\_T0137.PSD @ 33.3% (TEXT, RGB/8)

SCENE: PANEL: BACKGROUND:

ACTION:

W leans FWD

DIALOGUE:

⑨ W: What did you do to these people?

USM09\_T0138.PSD @ 33.3% (TEXT, RGB/8)

SCENE: PANEL: BACKGROUND:

ACTION:

Truck out from W (reuse earlier BG with smoke rising)

DIALOGUE:

USM09\_T0139.PSD @ 33.3% (TEXT, RGB/8)

SCENE: PANEL: BACKGROUND:

ACTION:

DIALOGUE:

⑩ SM: Aaaaand —

USM09\_T0140.PSD @ 33.3% (TEXT, RGB/8)

SCENE: PANEL: BACKGROUND:

ACTION:

END TEASER

DIALOGUE:

-if I had gum, I would have just swallowed it.

SCENE:

PANEL:

BG:

papers float in the air as smoke rises



Pan down & over

W advances toward SM - SM backs up

Simple A/B cycles on → crowd (staggered)



ACTION:

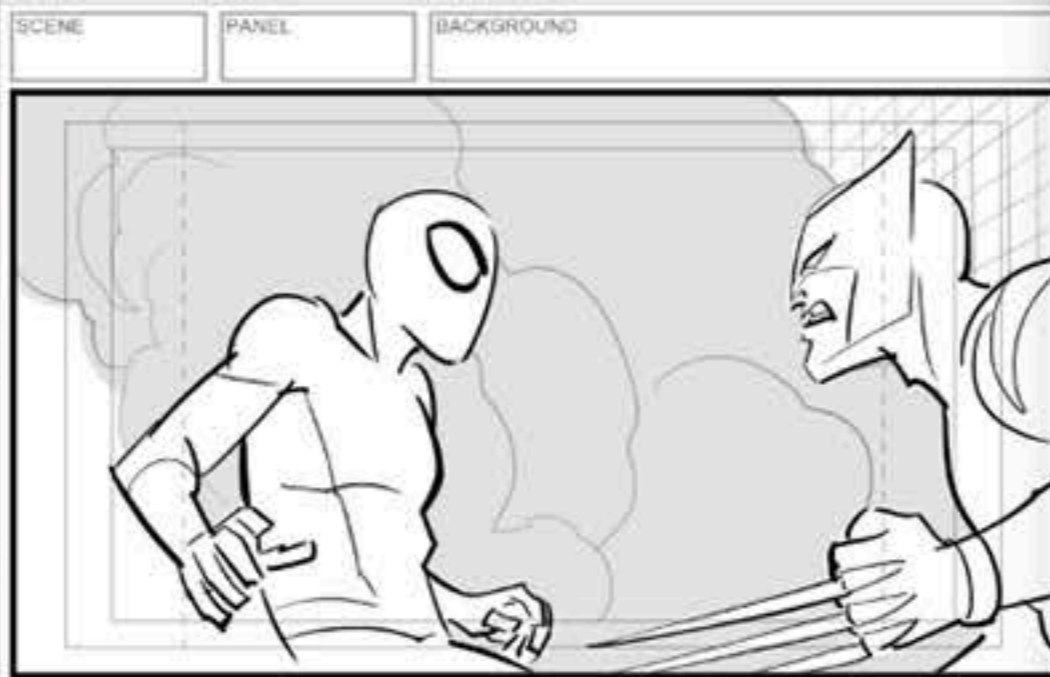
⑪ W: Kid, you have 'til the count of 3 -



ACTION:

DIALOGUE:

-to hit the off button-



ACTION:

DIALOGUE:

-on whatever-



ACTION:

DIALOGUE:

-it is you're -



ACTION:

DIALOGUE:

-doing here!

USM09\_A0006.PSD @ 33.3% (TEXT, RGB/8)

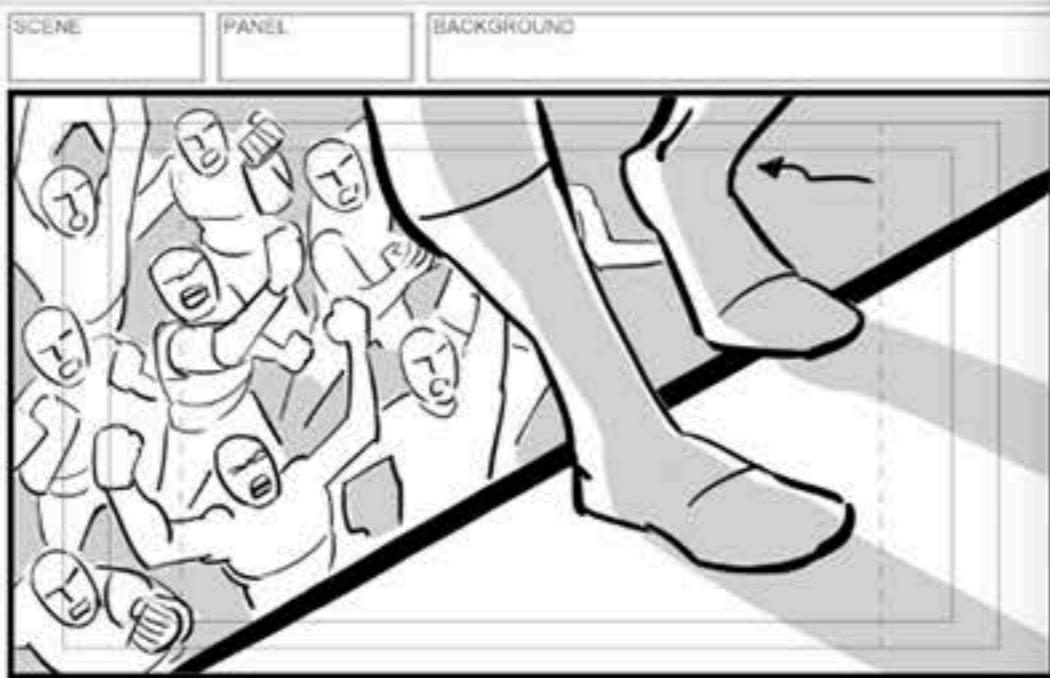


ACTION:

DIALOGUE:

Crowd shakes fists & yells  
(staggered A/B cycles)

USM09\_A0007.PSD @ 33.3% (bg, RGB/8)



ACTION:

DIALOGUE:

USM09\_A0008.PSD @ 33.3% (TEXT, RGB/8)



ACTION:

DIALOGUE:

Arms flail, fists pump in FG  
(staggered A/B cycles)

USM09\_A0009.PSD @ 33.3% (TEXT, RGB/8)



ACTION:

DIALOGUE:

12 SM: I didn't



ACTION:

DIALOGUE:  
→ do this!



ACTION:  
Bagel flies in—hits SM

DIALOGUE:



ACTION:

DIALOGUE:  
How did I do this?



ACTION:

DIALOGUE:  
⑬ W: Count of—



ACTION:

DIALOGUE:  
—three!



ACTION:  
SM's nose wrinkles

DIALOGUE:  
(Sniffing)



ACTION:

DIALOGUE:  
(Sniffing)



ACTION:  
SM pushes W's hand away

DIALOGUE:  
⑭ SM: If I had the power to do this, don't you think—



ACTION:

DIALOGUE:  
-I'd order you to shower?



ACTION:  
A pose for A/B cycle

DIALOGUE:  
Hello —



ACTION:  
B pose

DIALOGUE:  
— we're both —



ACTION:  
A pose for A/B cycle

DIALOGUE:  
— good —



ACTION:  
B pose (replay A/B after dialogue)

DIALOGUE:  
— guys —



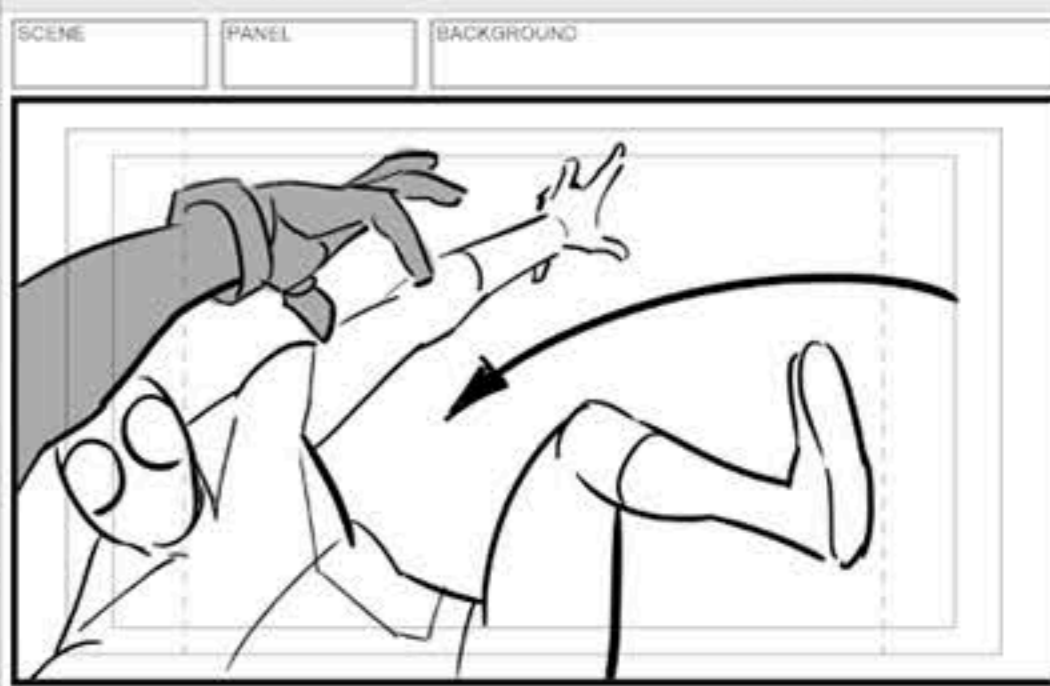
ACTION:

DIALOGUE:  
I'm not gonna fight you, you ferret.



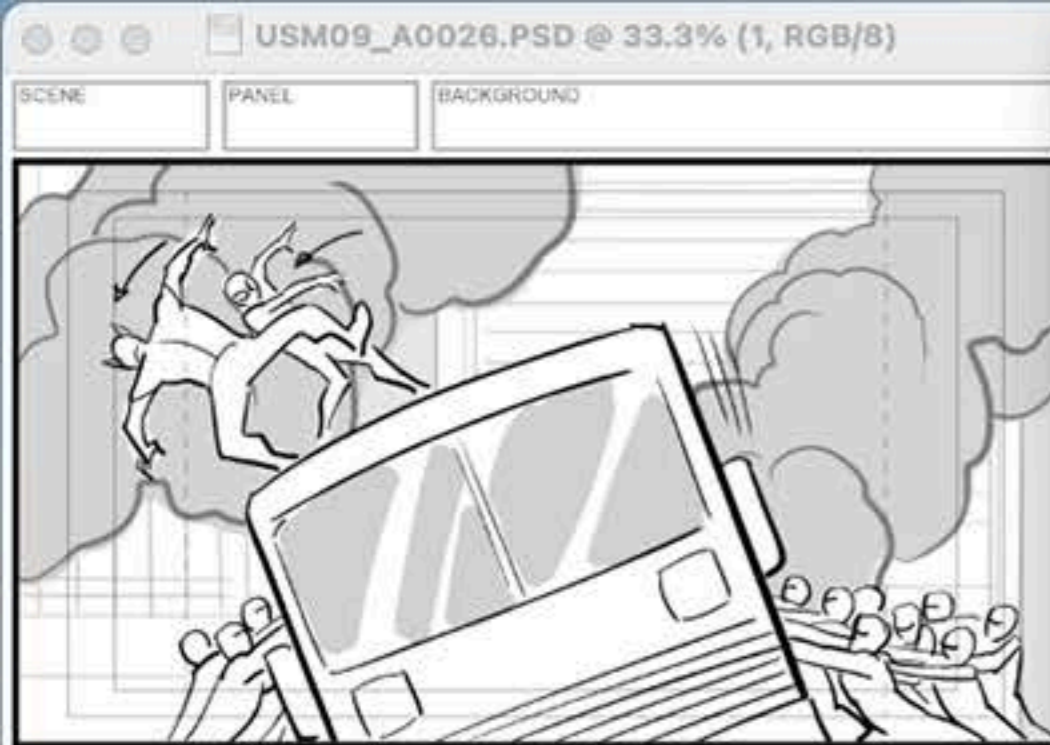
ACTION:  
They tilt wildly to right —

DIALOGUE:



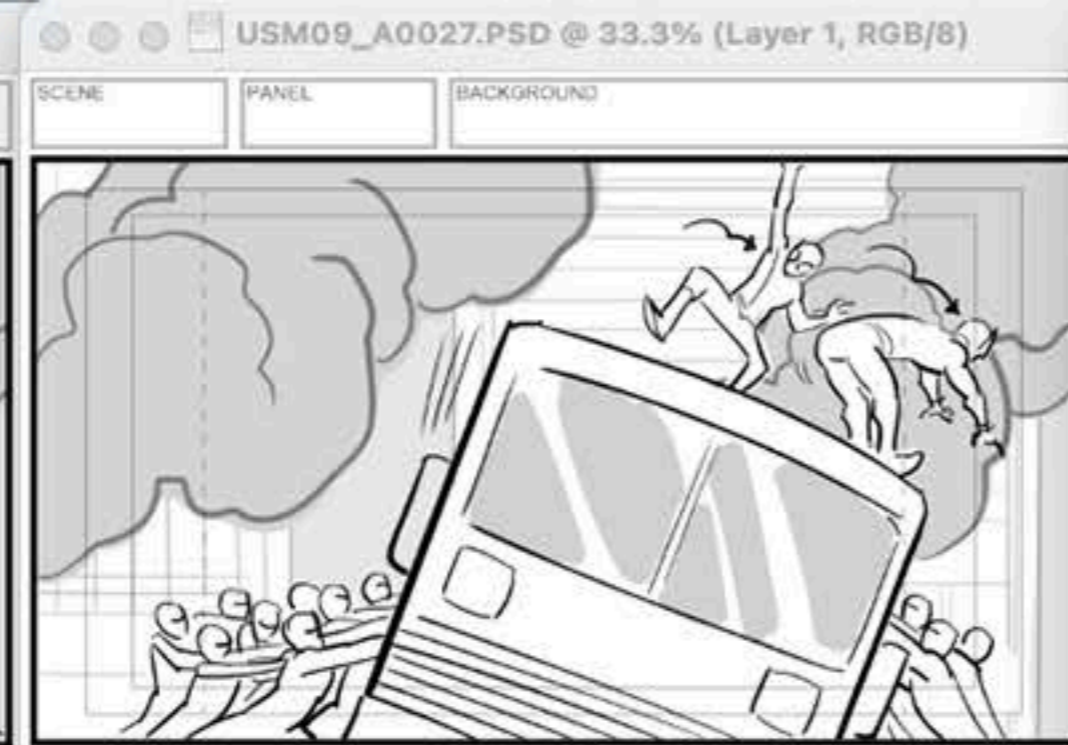
ACTION:  
— then left

DIALOGUE:



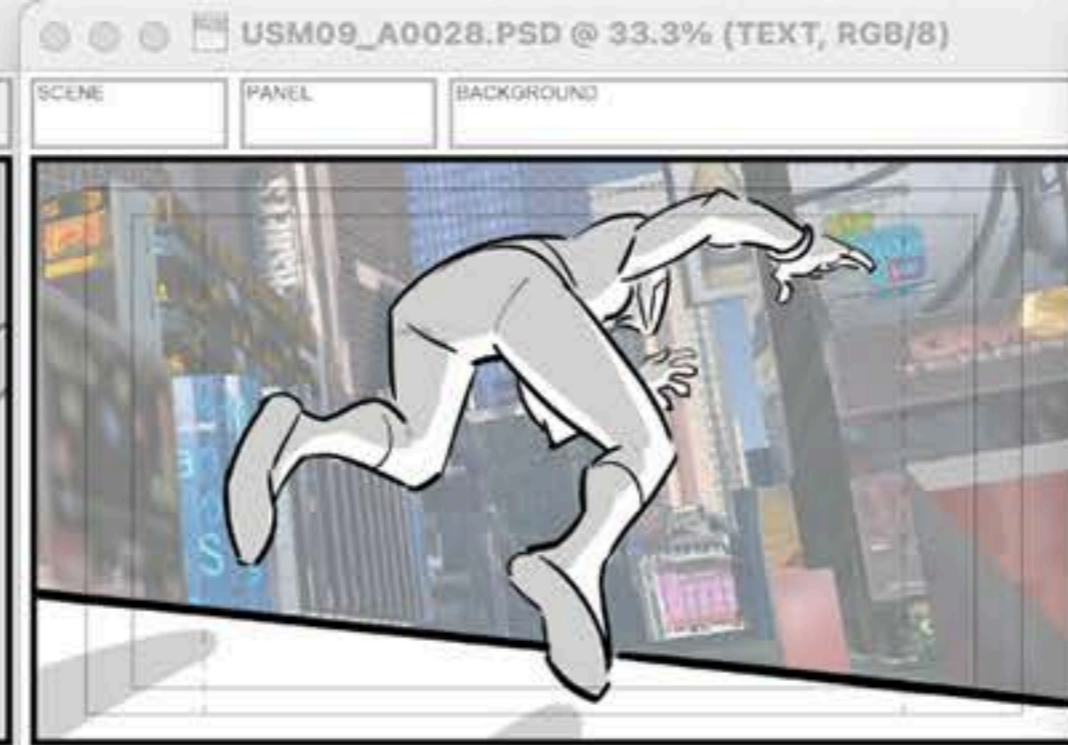
ACTION:

DIALOGUE:



ACTION:

DIALOGUE:



ACTION:

W loses balance

DIALOGUE:



ACTION:

-falls off bus as it tips back up

DIALOGUE:



ACTION:

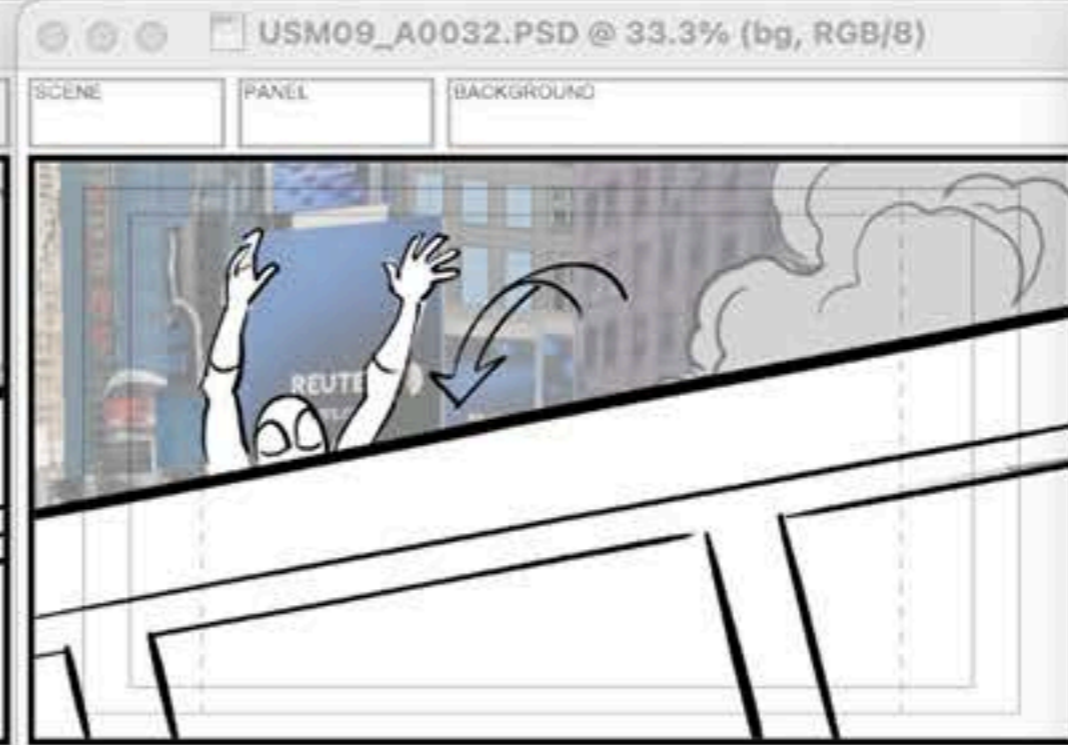
On SM, sliding backward (smoke rises)

DIALOGUE:



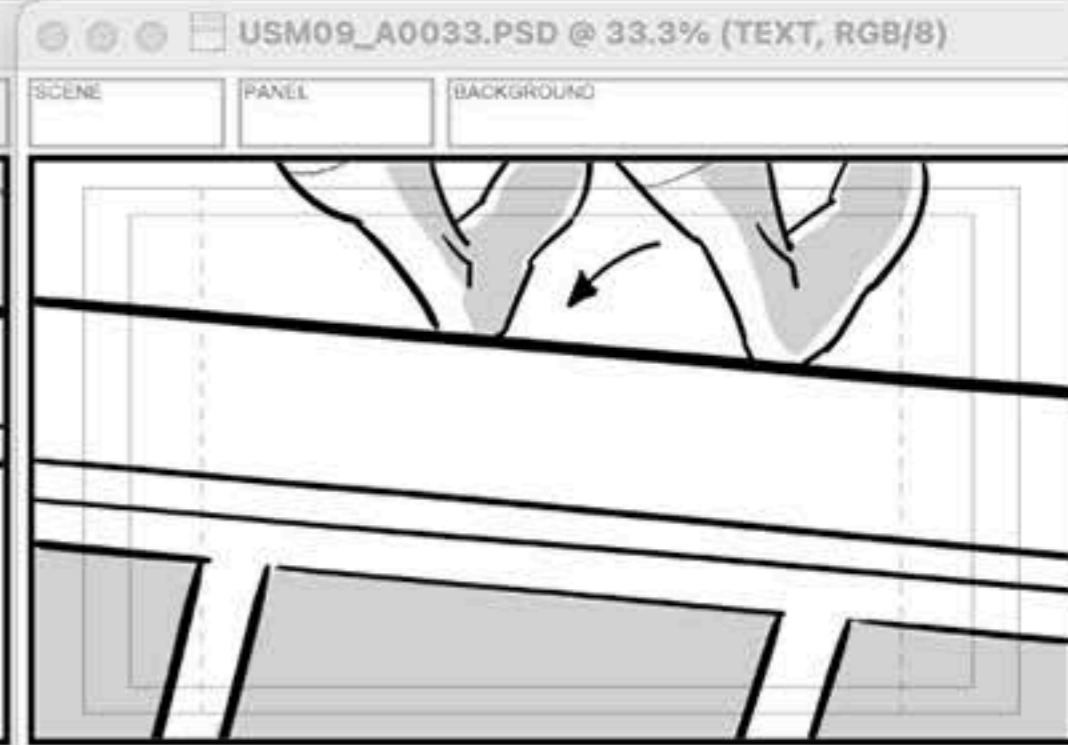
ACTION:

DIALOGUE:



ACTION:

DIALOGUE:



ACTION:

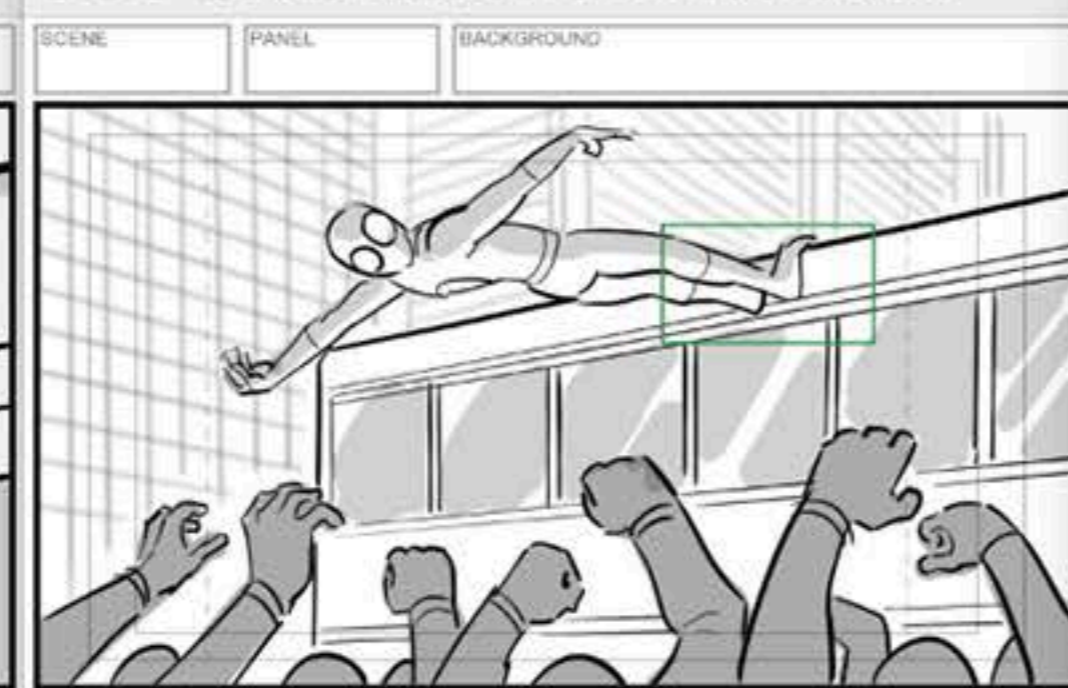
Close on his feet at edge of bus

DIALOGUE:



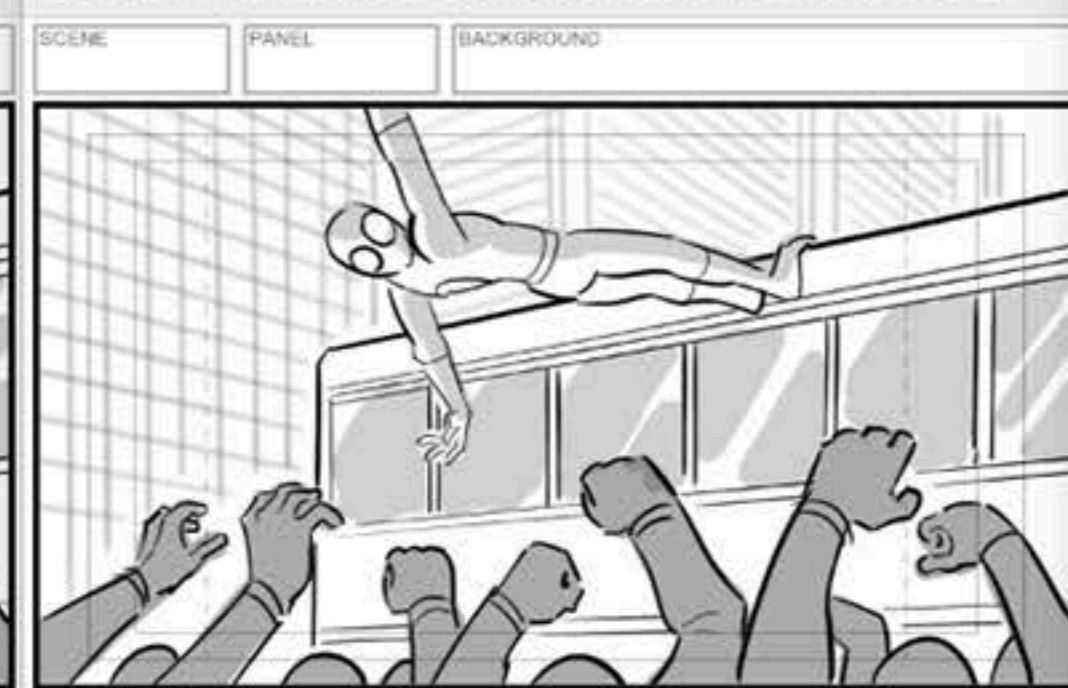
ACTION:  
They grip top edge

DIALOGUE:



ACTION:  
Truck out - SM's arms pinwheel a few times. Fists pump in staggered A/B cycles

DIALOGUE:



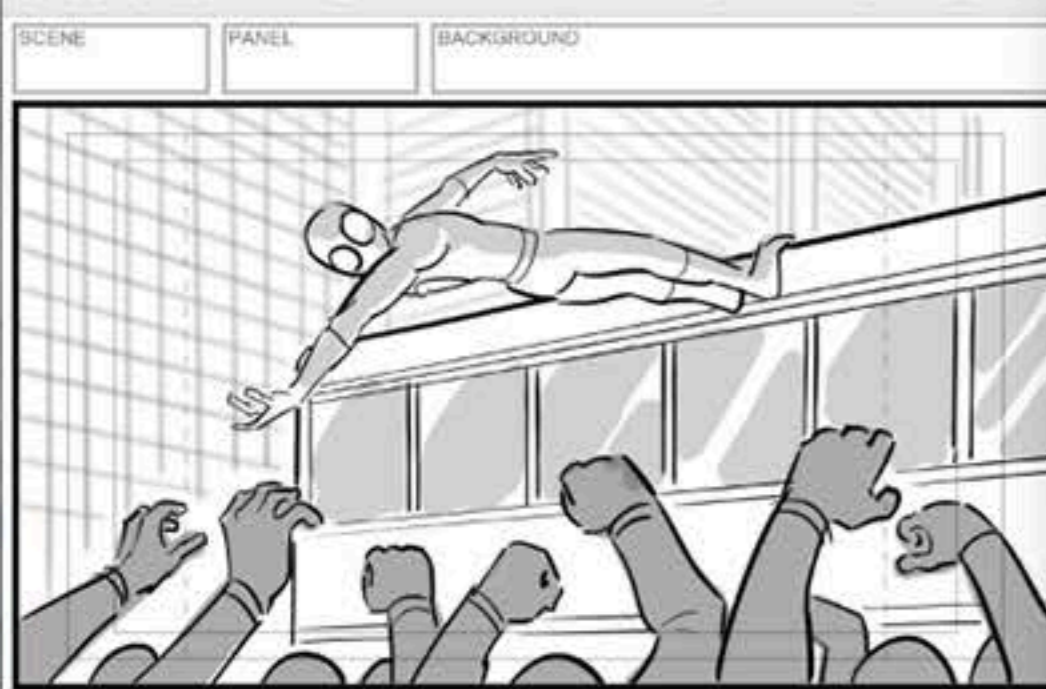
ACTION:

DIALOGUE:



ACTION:

DIALOGUE:



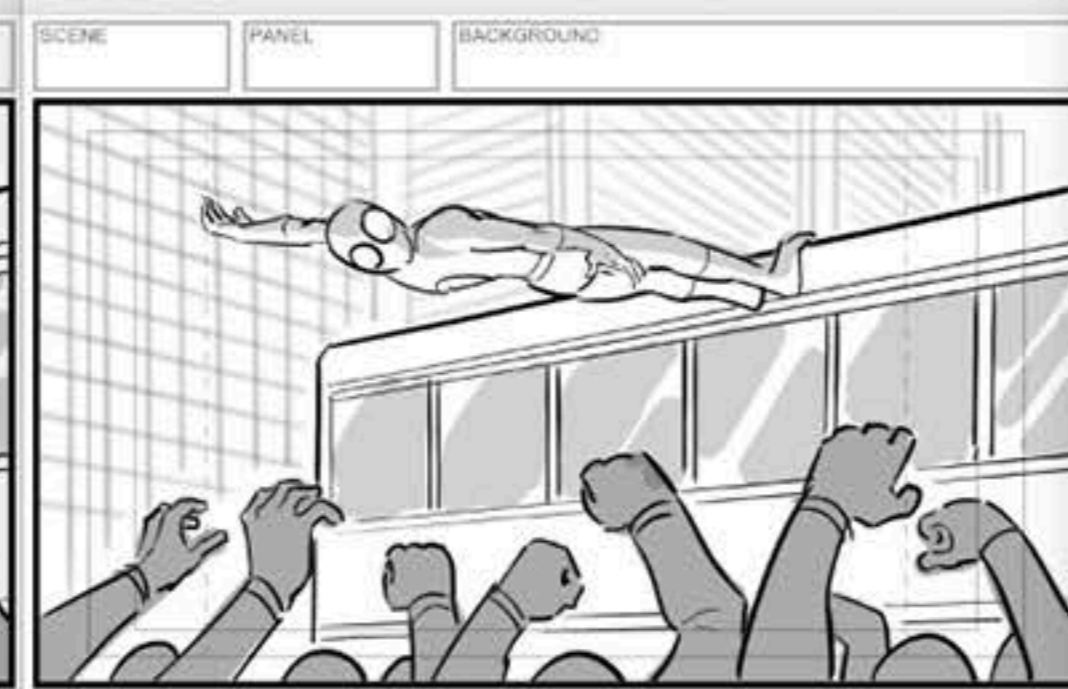
ACTION:

DIALOGUE:



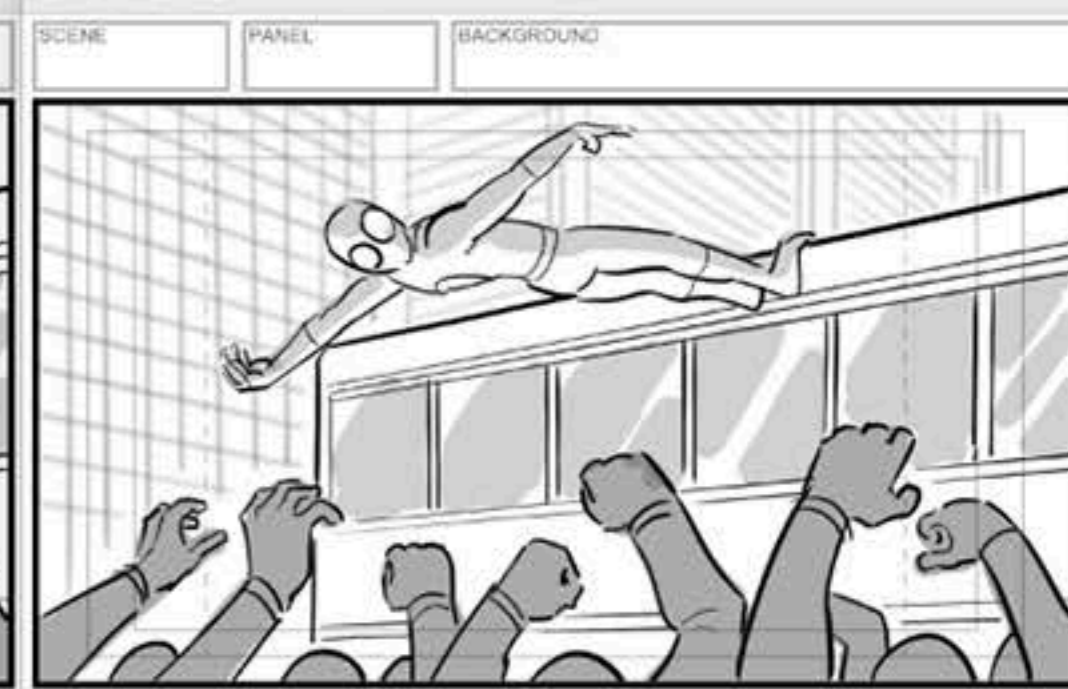
ACTION:

DIALOGUE:



ACTION:

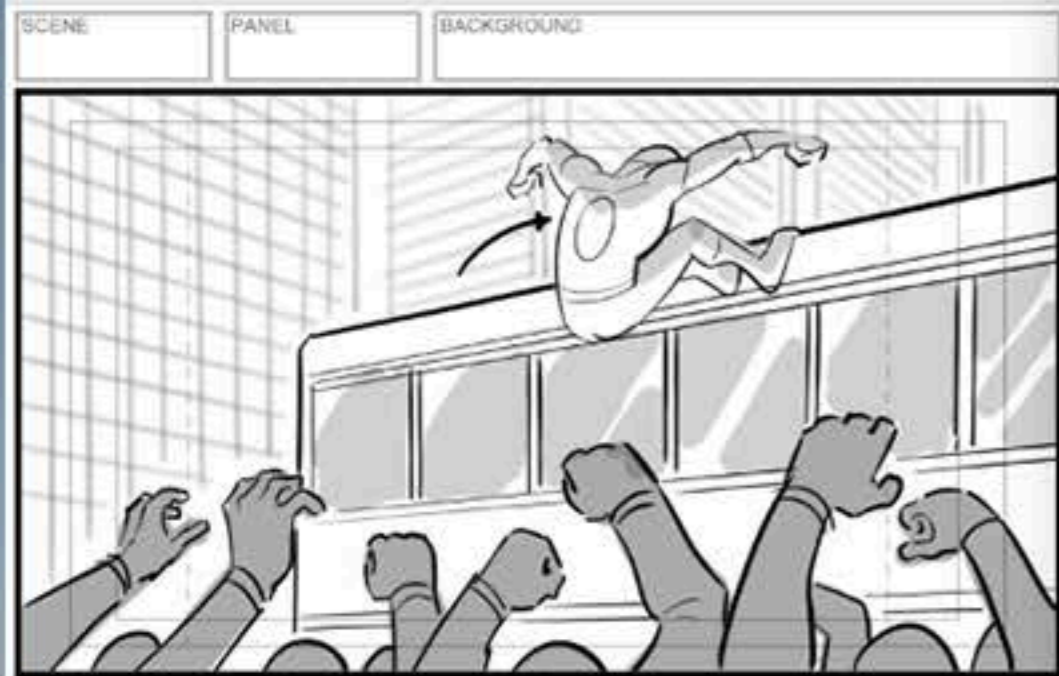
DIALOGUE:



ACTION:

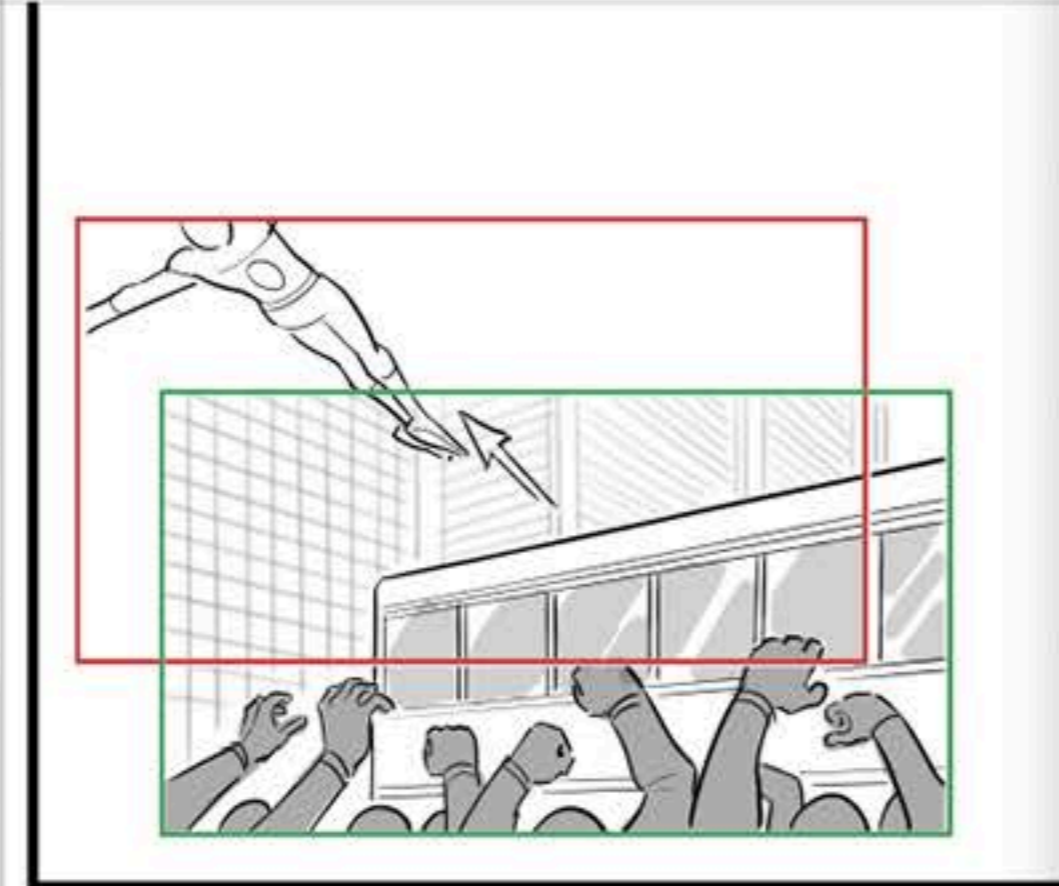
DIALOGUE:



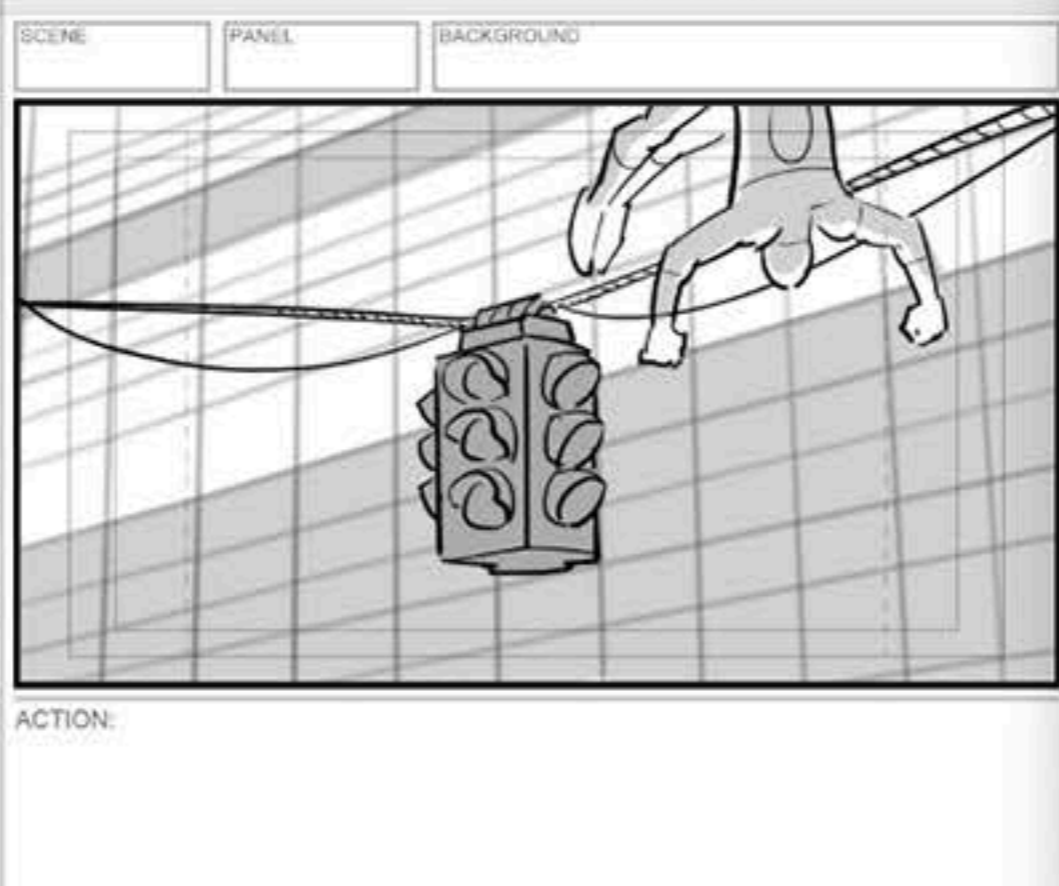


ACTION:  
SM antics FWD

DIALOGUE:

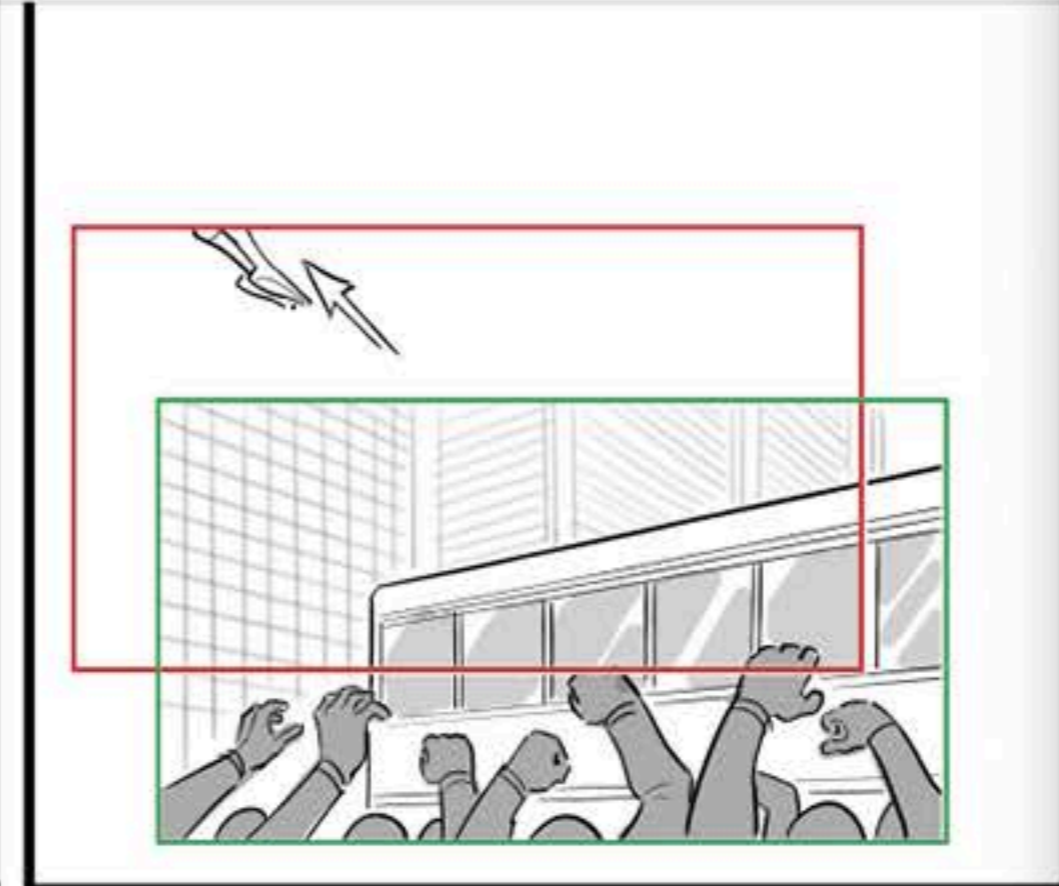


ACTION:  
Pan up as he leaps OS

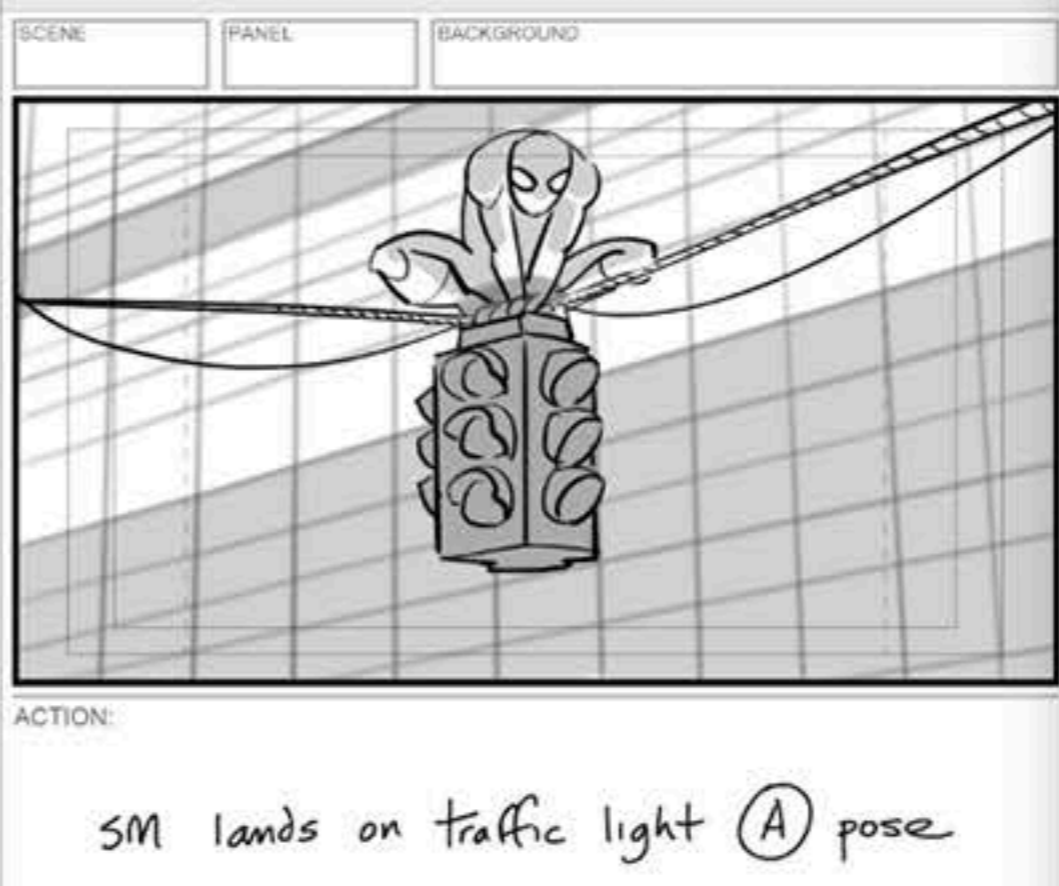


ACTION:

DIALOGUE:

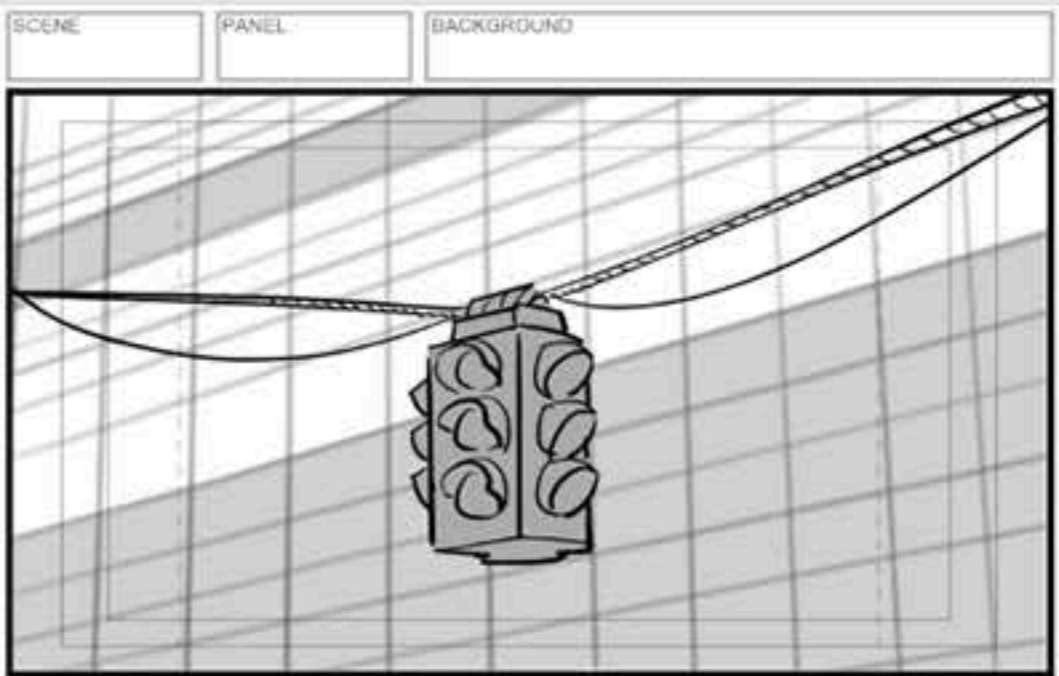


ACTION:



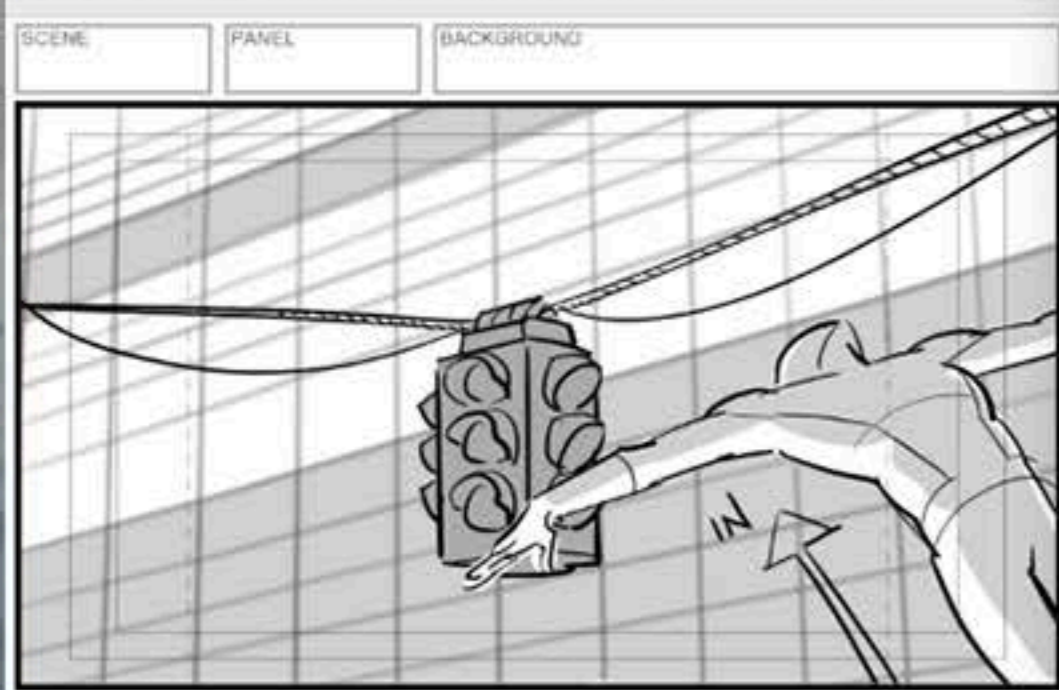
ACTION:

DIALOGUE:



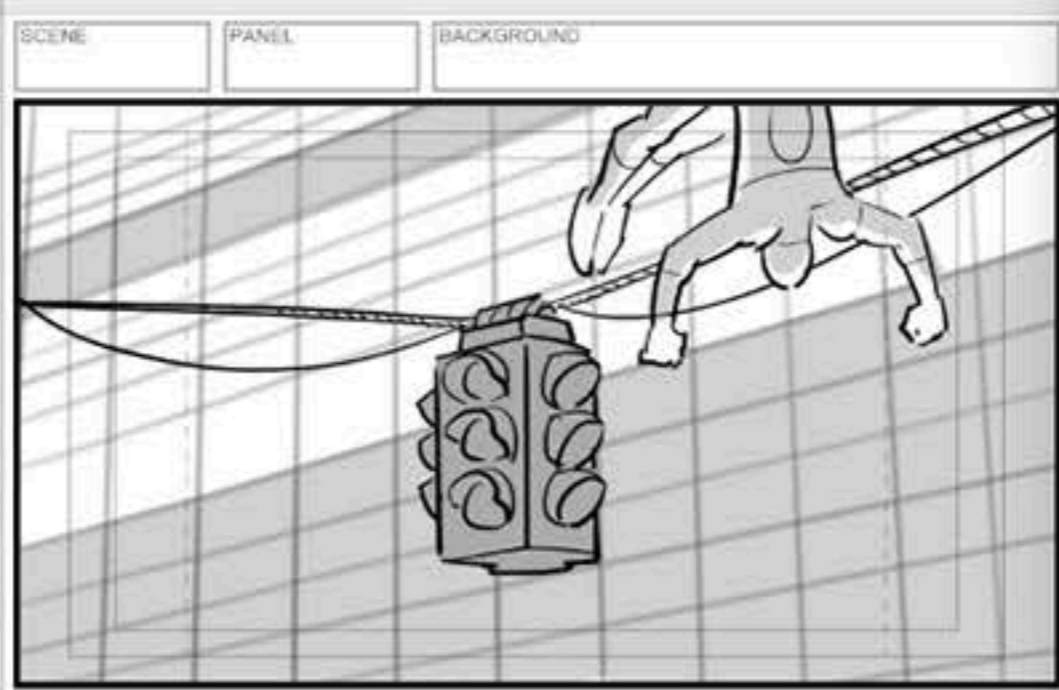
ACTION:

DIALOGUE:



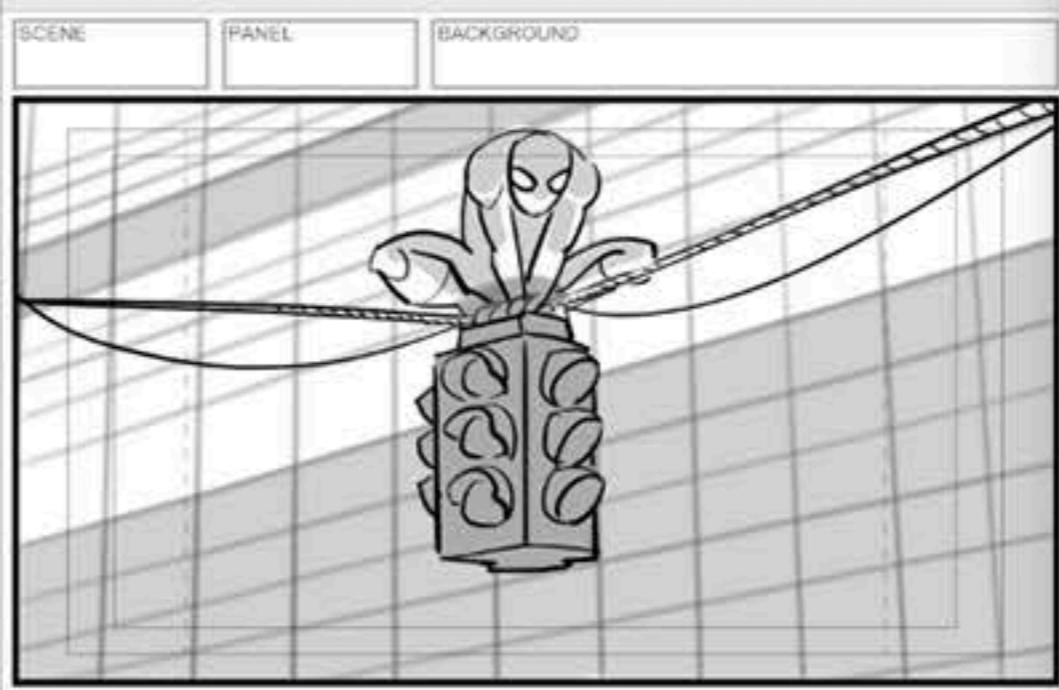
ACTION:

DIALOGUE:



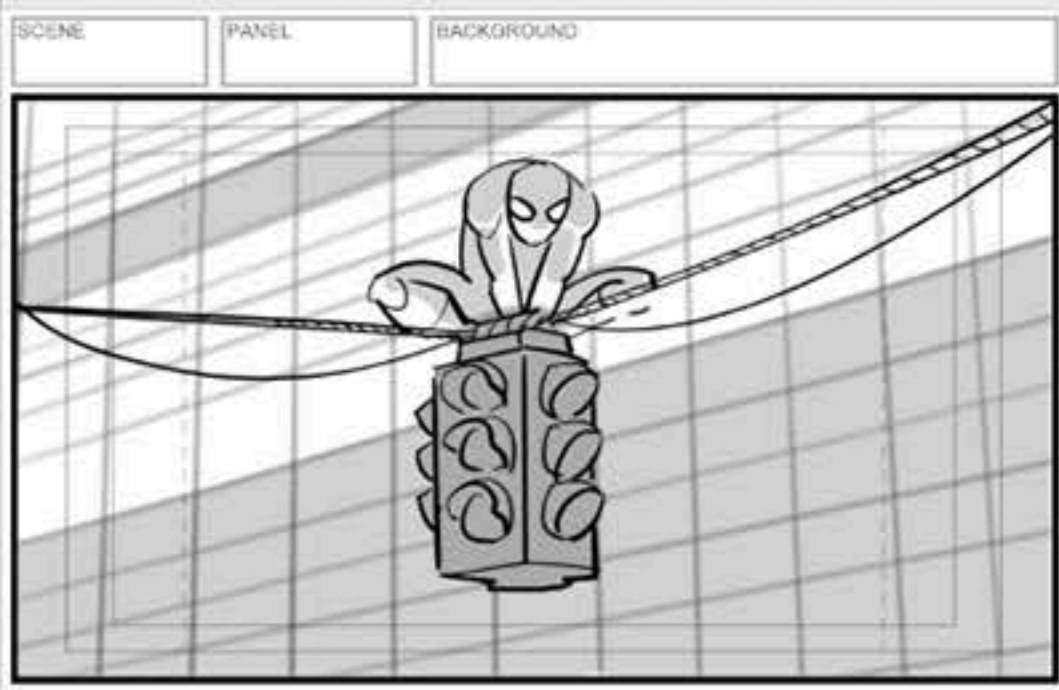
ACTION:

DIALOGUE:



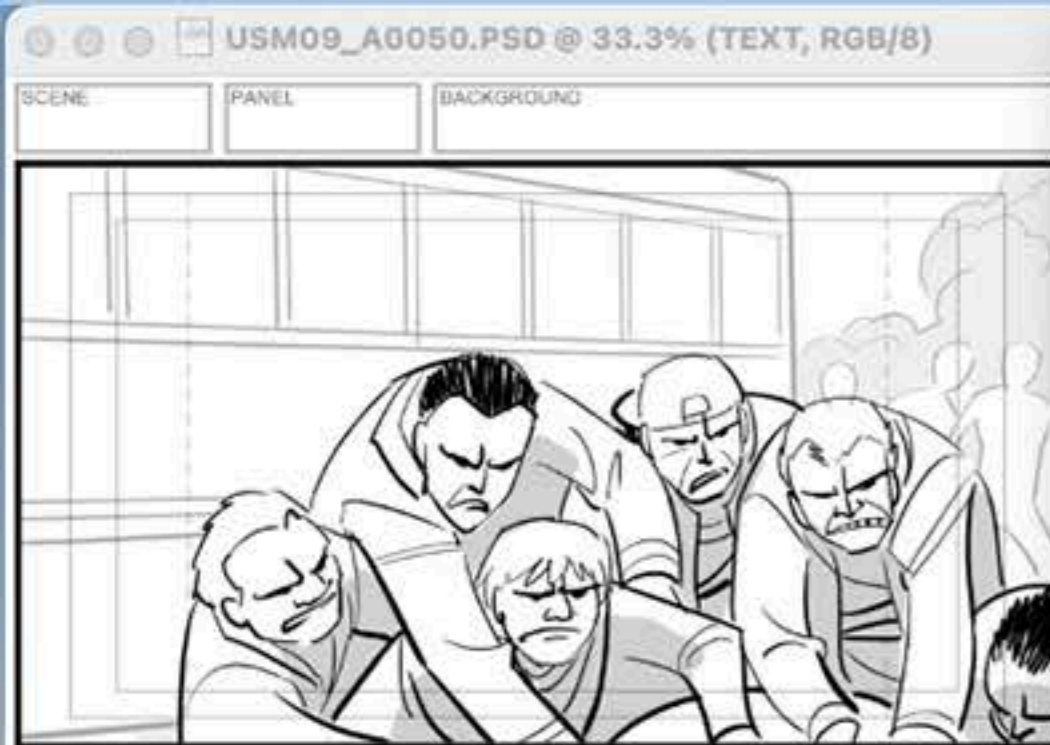
ACTION:  
SM lands on traffic light (A) pose

DIALOGUE:



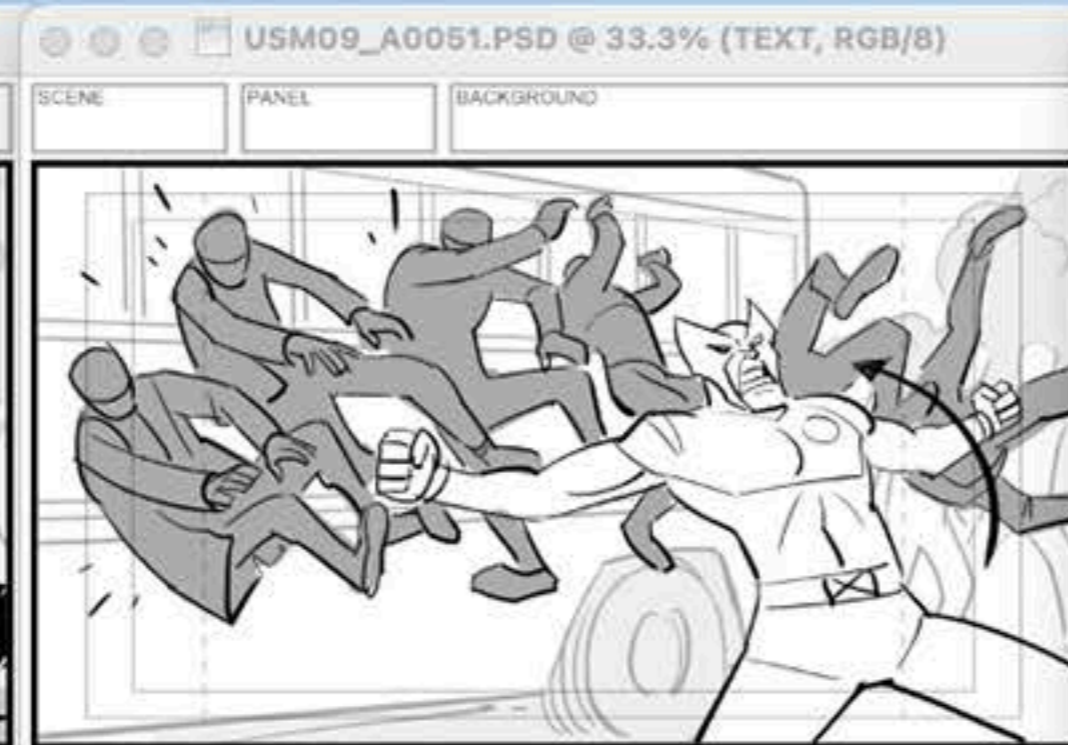
ACTION:  
(B) pose for A/B bounce

DIALOGUE:



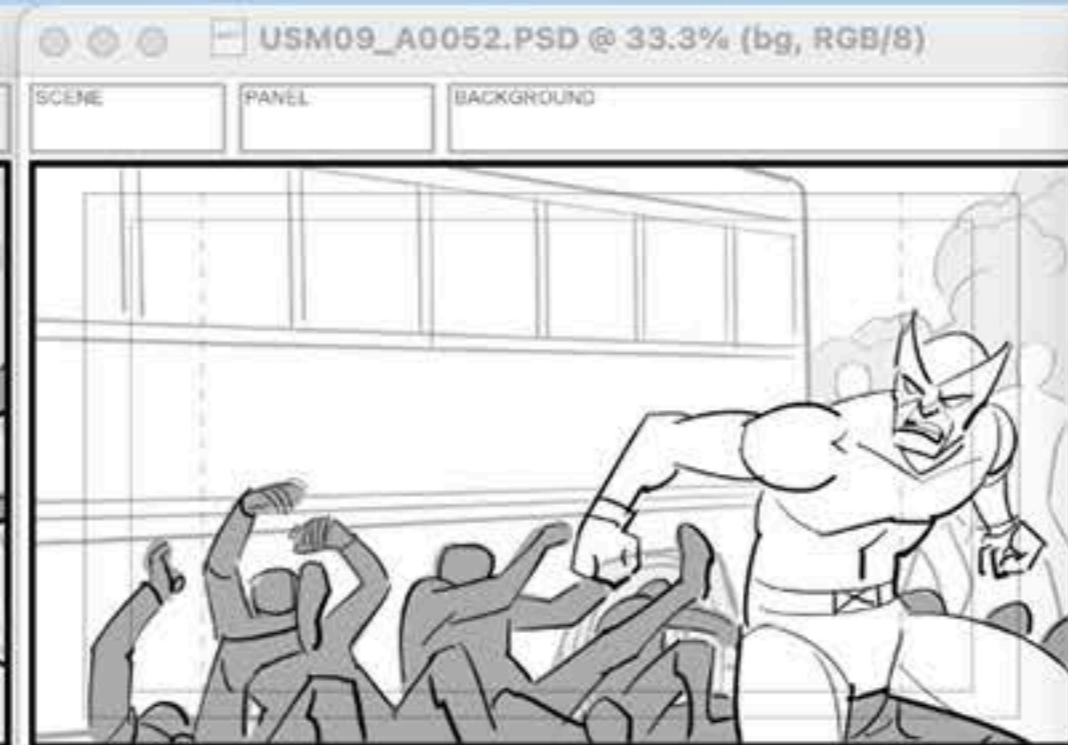
ACTION:  
Crowd holds down W

DIALOGUE:



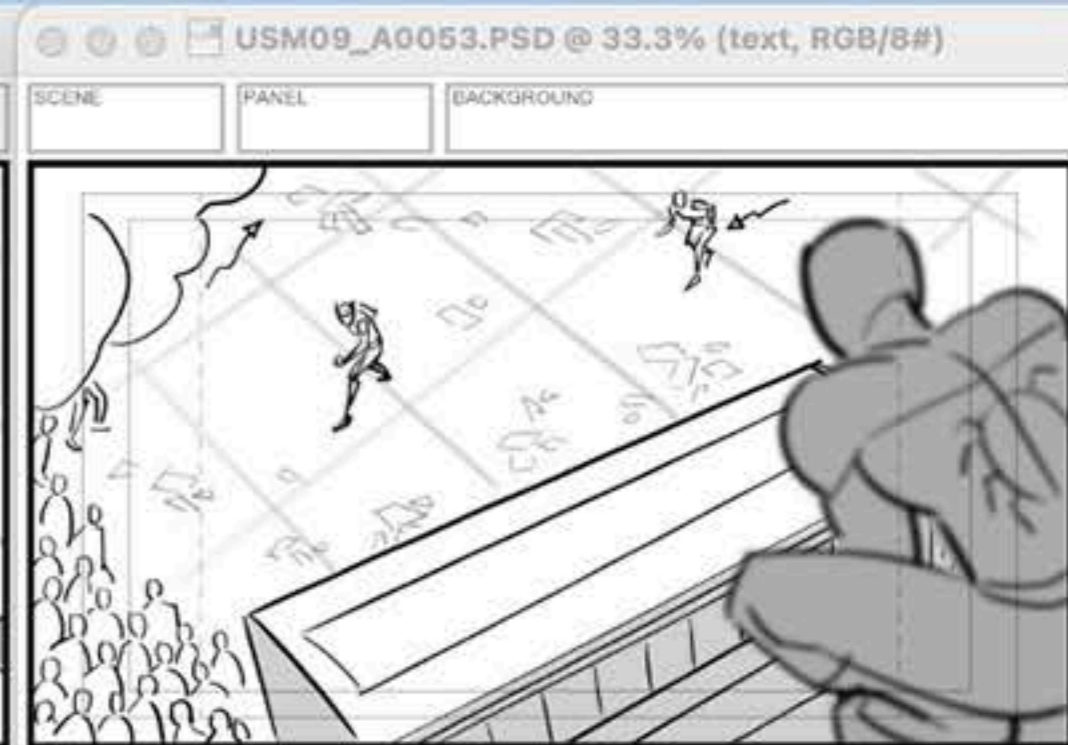
ACTION:  
W flings them all back at bus

DIALOGUE:



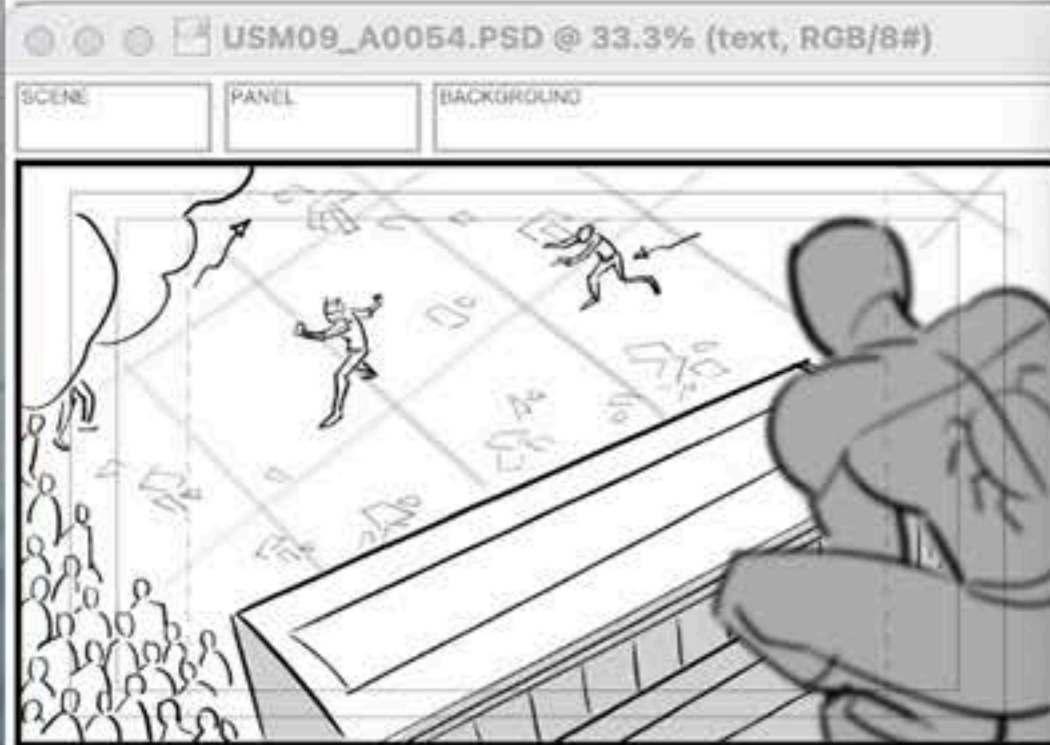
ACTION:

DIALOGUE:



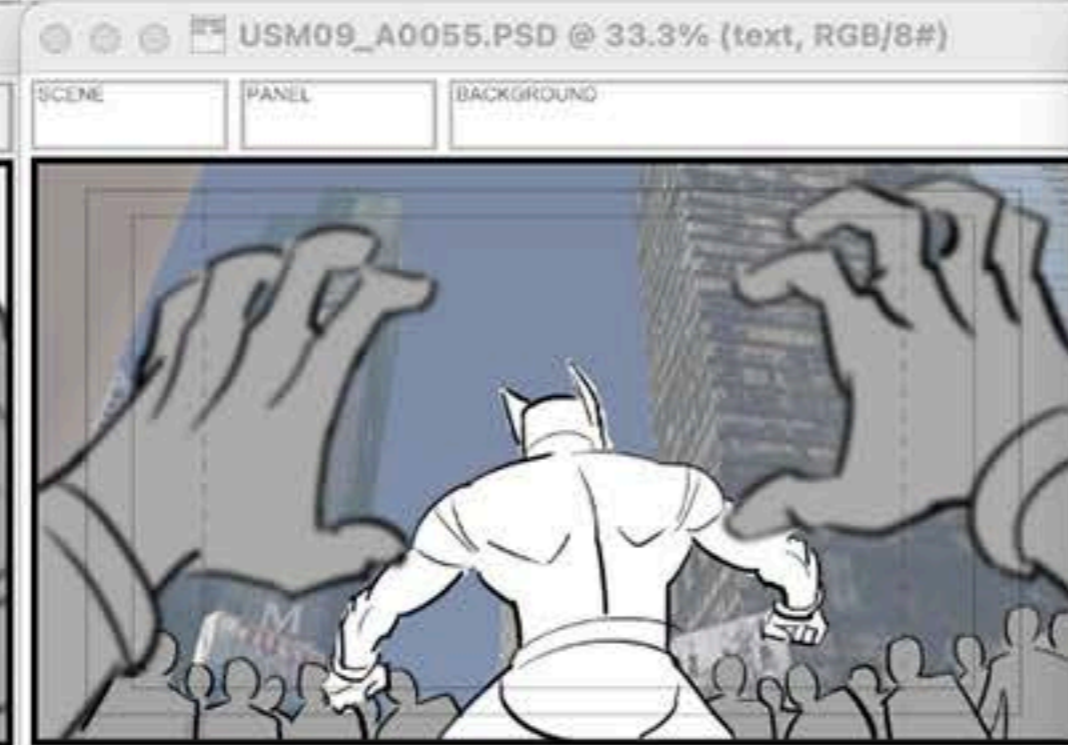
ACTION:  
SM watches from traffic light

DIALOGUE:



ACTION:  
Man approaches W from behind

DIALOGUE:



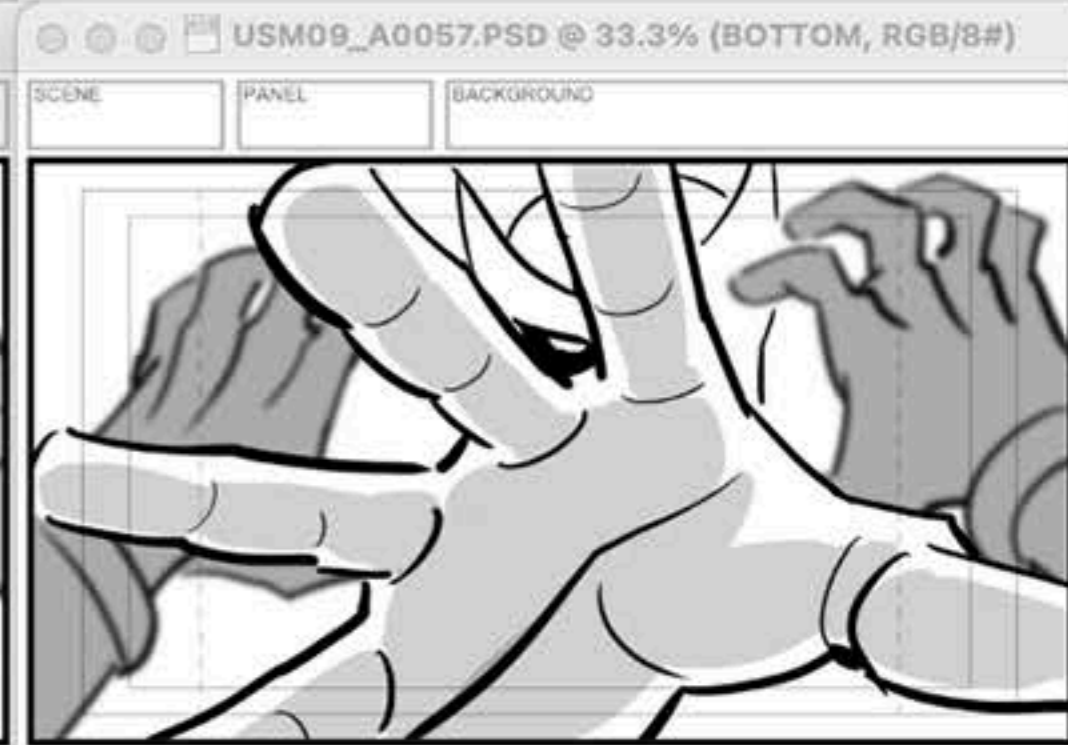
ACTION:  
Man's POV - moving toward W

DIALOGUE:



ACTION:

DIALOGUE:



ACTION:

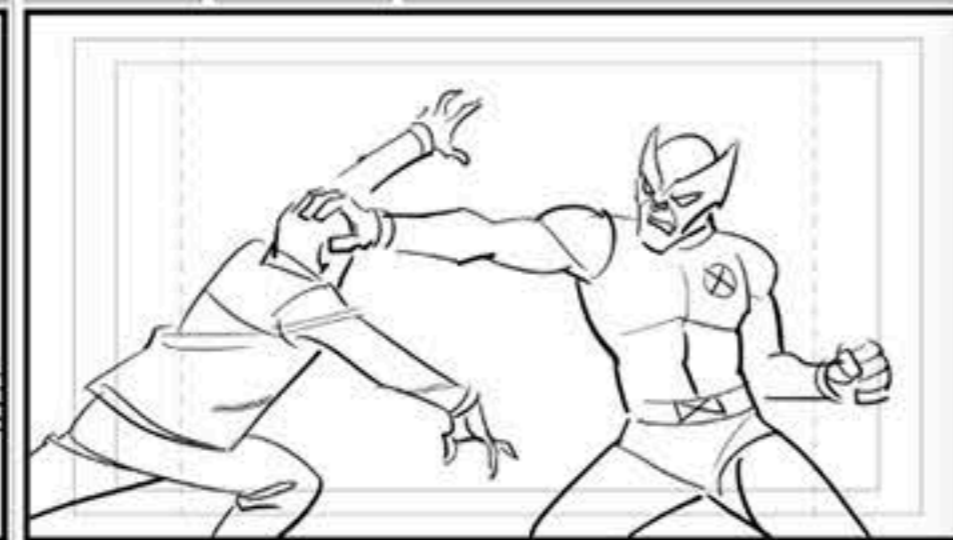
DIALOGUE:



ACTION:

Man rushes at W

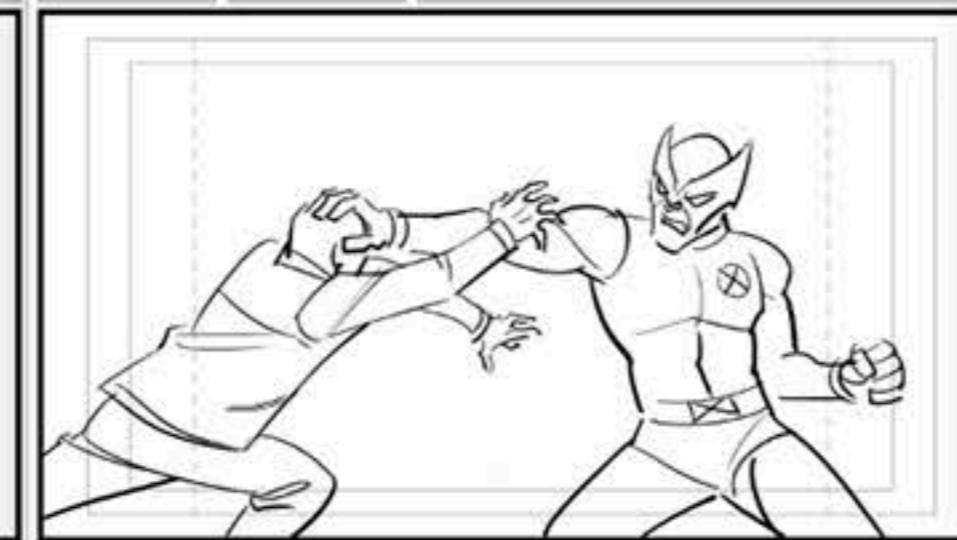
DIALOGUE:



ACTION:

W stops him - his arms flail (A) pose

DIALOGUE:



ACTION:

(B) pose for A/B cycle

DIALOGUE:



ACTION:

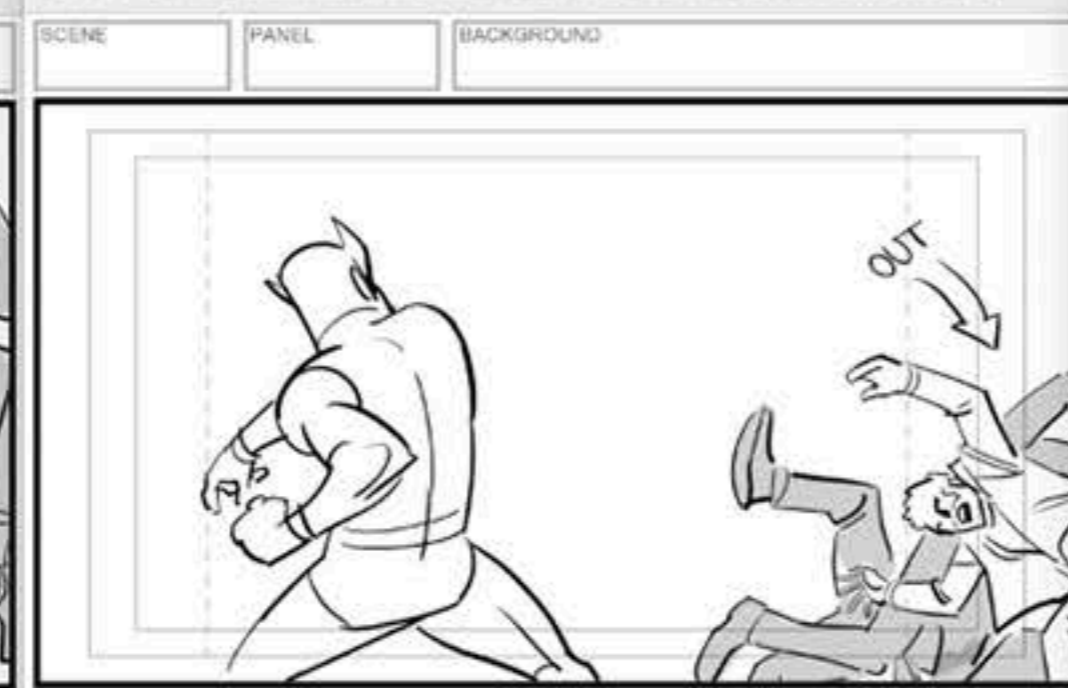
Pan to see crowd approaching

DIALOGUE:



ACTION:  
W throws man into crowd

DIALOGUE:



ACTION:

DIALOGUE:



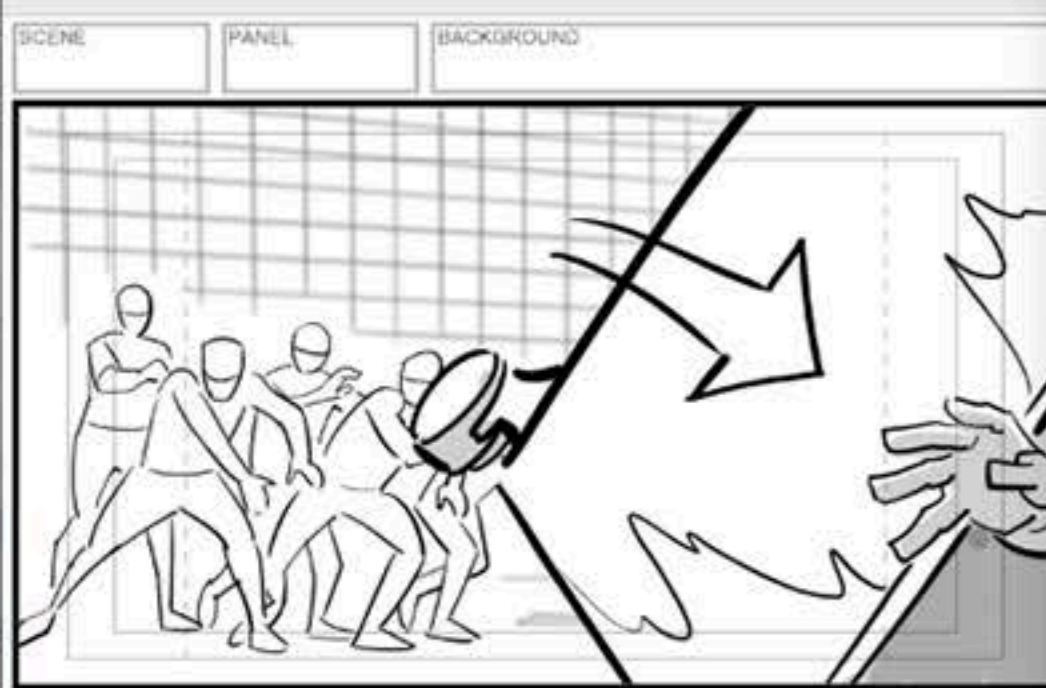
ACTION:  
More approach him carrying dumpster

DIALOGUE:



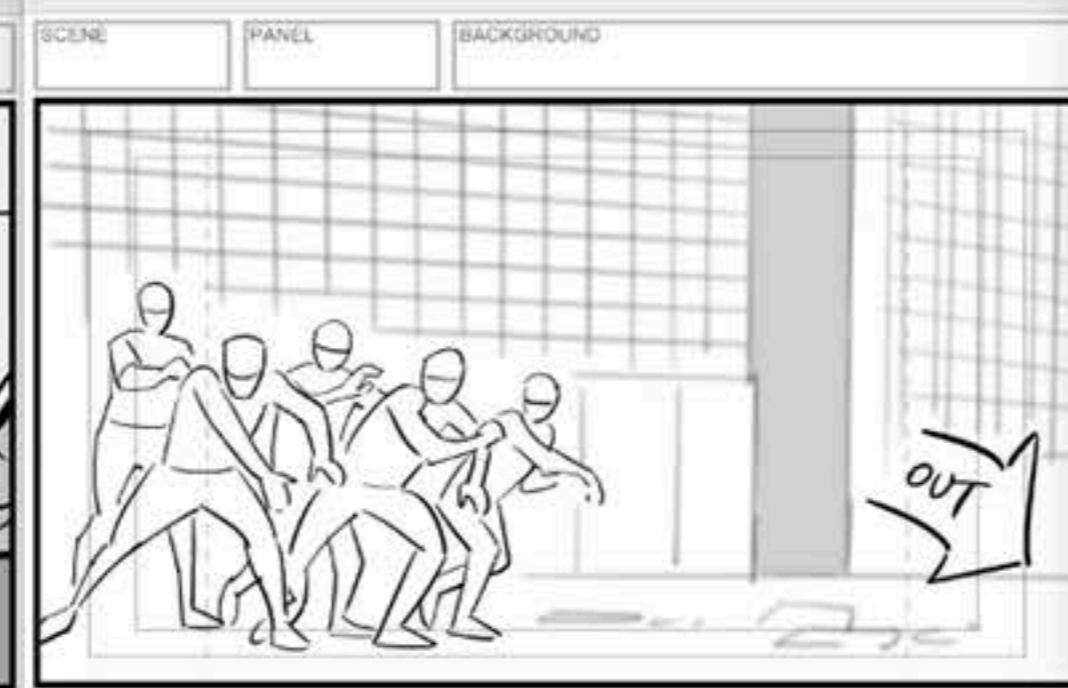
ACTION:

DIALOGUE:



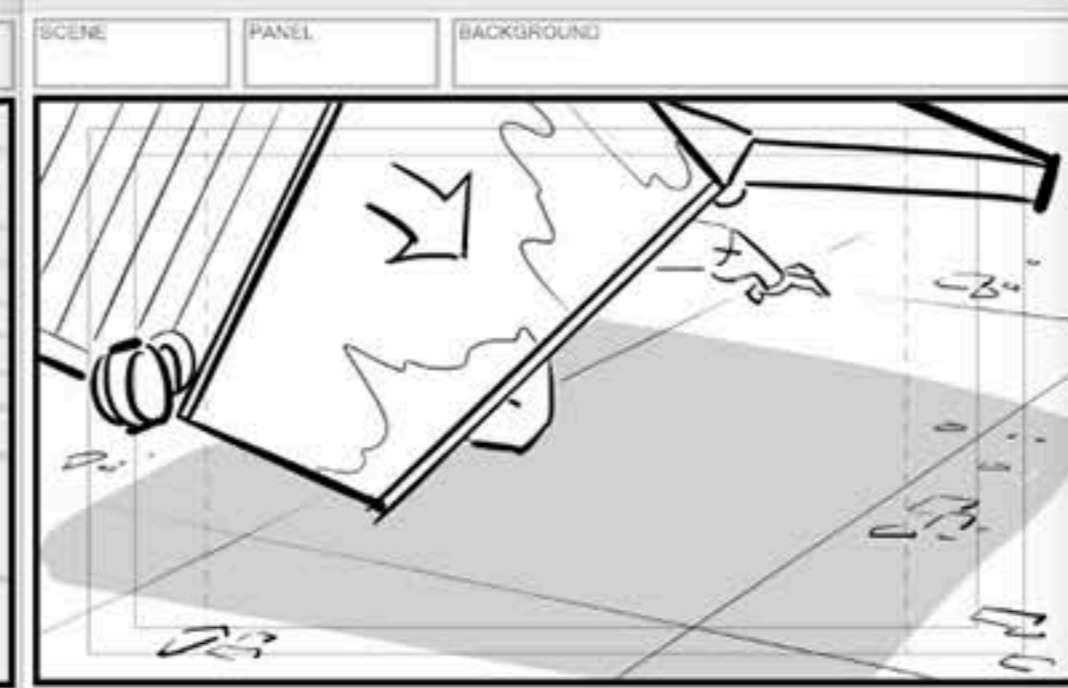
ACTION:

DIALOGUE:



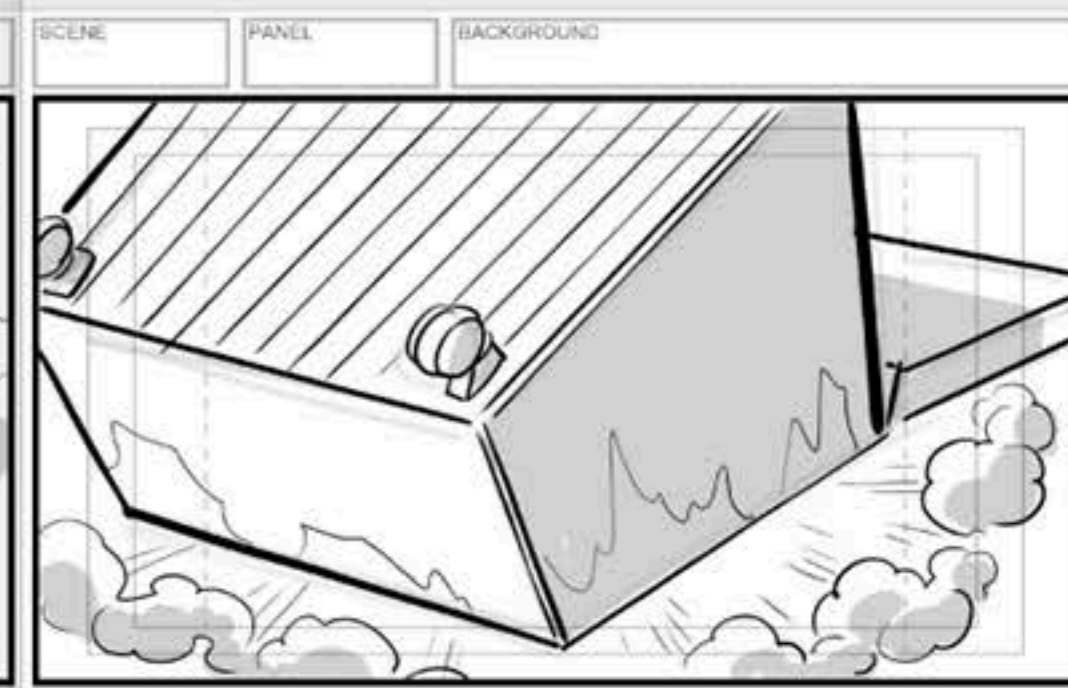
ACTION:

DIALOGUE:



ACTION:  
Dumpster falls-

DIALOGUE:



ACTION:  
-traps W underneath

DIALOGUE: