

Ultimate Spider-Man FAQ/Walkthrough

by DomZ Ninja

Updated to v1.2 on Apr 8, 2013

This walkthrough was originally written for Ultimate Spider-Man on the GC, but the walkthrough is still applicable to the DS version of the game.

[illegible][illegible]

"Be legendary. Be predatory. Be both."

ULTIMATE SPIDER-MAN

FAO/Walkthrough

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NOTE: This guide does contain spoilers!

Unfortunately, it is extremely hard to give directions on the locations of the tokens without a map for reference. I highly recommend checking out [YuGiOhFm2002/YuGiOhAngel's guides](#) for the locations of the tokens.

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[1] VERSION HISTORY	[0100]
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FAQ/Walkthrough #8

Version 1.0 (10/19/05) - FAQ/Walkthrough complete and submitted.

Version 1.1 (04/28/06) - All new formatting so it doesn't look as bad.

Version 1.2 (03/14/07) - I still thinked the guide looked like crap, so...
total overhaul.

[2] CONTROLS

[0200]

NOTE: These are the Gamecube controls. Unfortunately, if you have the Xbox version, then you're out of luck. For the PS2 controls, just check out comic_geek21's FAQ.

SPIDER-MAN

- BASIC CONTROLS -

Control Stick	Move
D-Pad	N/A
C Stick	Move Camera
Start	Pause
A Button	Jump
B Button	Punch
X Button	Grab
Y Button	Kick
Z Button	View Map
L Button	Web Attack
R Button	Web Swing

- ADVANCED CONTROLS -

A, A	Double Jump
L + R	Web Zip
Release R	End Web Swing
B (Web Swing)	Speed Boost
Y (Web Swing)	Climb Web
X Button	Wall Stick
A Button	Dodge Attacks*
L + A	Hang Enemies

* = When Spider Sense is in effect

VENOM

- BASIC CONTROLS -

Control Stick	Move
D-Pad	N/A

- ADVANCED CONTROLS -

B, B	Grab and Throw
L + R	Tentacle Zip

C Stick	Move Camera		X Button	Wall Stick	
-----	-----		-----	-----	
Start	Pause		A Button	Dodge Attacks	
-----	-----		-----	-----	
A Button	Jump				
-----	-----				
B Button	Punch				
-----	-----				
X Button	Grab				
-----	-----				
Y Button	Tentacles				
-----	-----				
Z Button	View Map				
-----	-----				
L Button	Feed				
-----	-----				
R Button	Super Jump				
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[3] CHARACTERS

[0300]

NOTE: The bios for the characters are taken from the Bradygames guide.

o-----o
 | SPIDER-MAN |
 o-----o

Peter Parker lives with his Aunt Mae in Queens and attends Midtown High School. He's 15 years old, has a budding romance with the girl next door, gets good grades, and has above-average looks despite being a little socially awkward at times. In other words, he's your typical teenager. But there is something that separates Peter from his peers - Peter is a superhero charged with protecting the people of New York City.

As Spider-Man, Peter possesses incredible athleticism and strength. He is capable of leaping tall buildings in a, err, double jump, and swinging from super-strong webs he fires from wrist-mounted devices he has created. FAnd when it comes to combat, he can easily overpower any enemy with the speed of his punches and kicks.

o-----o
 | MARY JANE WATSON |
 o-----o

Mary Jane is Peter's best friend - and potential girlfriend - and is the only one who knows that he is the person behind the mask. Mary Jane is very inquisitive and likes to involve herself in much of Ptere's activities as Spider-Man. She doesn't actually go with him on crime-fighting missions, but she's always willing to offer him encouragement or even help him mend his torn costume.

o-----o

| GENERAL FURY & SHARON CARTER |
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Rampaging super villains, flying craft, and stolen laboratory samples tend to draw the attention of the authorities. Enter General Fury and Sharon Carter. These two are responsible for containing the super villains that Spider-Man wrangles up for them. The only problem - aside from their inability to ever thank Spider-Man for his efforts - is that they do a lousy job of actually containing these super villains. It's almost as if they want some of them to escape. There's definitely something askew with these two...

o-----o
| SILVER SABLE |
o-----o

Silver Sable (real name Silver Sablinovia) is in charge of an army of mercenaries hired by Trask to keep tab on Venom and to get as much information out of him and Spider-Man as possible. She is extremely confident woman who sports some pretty decent martial arts skills, as well as a laser gun.

Her team of mercenaries are well-equipped with attack vehicles, flying jump-jets, helicopters, and an arsenal of weaponry big enough to make General Fury blush! But if there's one thing to understand about Silver Sable, it is this: she's a professional. Silver Sable is not a super villain, nor is she evil. She's just a hard working woman doing what she's paid for.

o-----o
| VENOM |
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Like Peter, Eddie Brock was also born and raised in Queens. Their fathers worked together at Trask Industries and it was only natural that the two body played together a lot while growing up. Unlike Peter, Eddie is a bit of a loner and doesn't crave the human interaction that Peter does.

Eddie also has a jealous streak and is not known for his ability to be reasonable. When confronted with the news that Peter Parker tried on the Venom Suit, Eddie immediately broke into the lab and stole the suit for himself. Unable to control its powers, the Venom Suit takes over Eddie's life and enhances his negative tendencies. In short, the Venom Suit fed upon Eddie's rage and created a monster - one with extreme strength!

o-----o
| TRASK & TOOMES |
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These two men are in charge at Trask industries and are responsible for preparing the Venom Suit for the billions of dollars in government contracts they hope to win. Sure, the Venom Suit was originally developed to be a potential cure for cancer, but Bolivar Trask and Adrian Toomes feel that there is far more money to be earned in the defense industry. These two have little compassion for Eddie's predicament and are willing to let him die in the name of research than help him shed the suit once and for all.

o-----o
| SHOCKER |

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Including Shocker in a group of "super villains" is a tremendous compliment to the man inside the fancy gloves. Shocker (real name Herman Schultz) is essentially a glorified looter. He is of average height and weight and relies on the energy waves fired from his gloves to subdue those who get in his way. Of course, he is utterly inferior to Spider-Man and, worst of all, he knows it.

o-----o

| ELECTRO |

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Like many super villains, if you look below the surface of Electro (real name Max Dillon), all you'll find is a meek, feeble, little man. But with those super powers, he is capable of quite a lot! For starters, Electro can not only fly, but he can shoot lightning and emit enormous explosive energy domes capable of repelling any adversary caught within range. Combine this with his ability to absorb energy and heal himself from any electrical device, and, well, you've got the makings of an excellent criminal force.

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| BEETLE |

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Beetle (real name Abner Jenkins) was a creation of the Latverians and represents the cutting edge of warfare technology. Beetle is equipped with a protective suit, jet engines, and a multitude of laser guns, grenades, and other assorted high-tech gadgetry. Capable of flying at great speed and deploying a pair of powerful energy pulsing saber swords, he is the perfect weapon. And he is quite a threat to anyone who attempts to get in the way of the Latverians.

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| GREEN GOBLIN |

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Manhattan was in for a long night the moment Green Goblin (real name Norman Osborne) was freed by Beetle and returned to the Latverian Embassy. It was only a matter of time before something set him off. And eventually Spider-Man did just that.

Green Goblin is one giant ball of green muscle, wrapped in a layer of flame. He is fast, incredibly strong, and has the ability to launch fireballs at will. Only time can extinguish the flames that burn within the Green Goblin - the trick is to outlast him long enough to be there when he smolders.

o-----o

| RHINO |

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Few enemies - or pieces of heavy machinery, for that matter - can match the dimensions of Rhino (real name Alex O'Him). In a word, Rhino is huge. But what's most impressive about this hulking metallic beast isn't that he can walk on two legs, but that his arsenal of offensive weaponry is on par with his proportions.

Rhino's armor is nearly imprenetrable, his speed and power unrivalled, and his ferociousness is enough to make Spider-Man shake in his leotard. Rhino is everything the man inside him is not.

[4] THE BASICS

[0400]

o-----o | CITY EVENTS | o-----o

Story Mode isn't the only thing you can do in Ultimate Spider-Man. Most of the time after each Story Mode mission, you will have to complete a certain number of city goals to move on to the next mission. City Events involve Spider-Man protecting or saving a civilian.

Shown on your map as an orange blip, head to the designated area and complete it. Sometimes it involves beating up a few thugs; sometimes it's saving a victim that's going to fall off of a building. Either way, get there fast before the cops do and take over the situation; resulting in you failing the mission. There are 1,000 total City Events in the game.

o-----o | TRICK RACES | o-----o

You can also have a little fun in New York between all the evil doers to defeat and the civilians to save. To compete in a race, you must go to a purple blip on the map and step on the icon to start it. From here, Spider-Man must race against the clock to navigate around the city through checkpoints. Web zip, swing, and wall climb to make your way through the checkpoints. There are 60 total Trick Races to compete in, and they range in difficulty.

o-----o | COMBAT TOURS | o-----o

What would New York be without gangs and thugs? There are dozens of gangs running amok and it's your job to clean up their mess. Also recognized as purple blips on the map, step on the icon to start up the Combat Tour. When one starts, you must rush to the green blip on the map and beat down the gang members and immobilize them with your webs. Once they're done, another blip will appear. Keep taking out each group of thugs in each blip to complete the tour. There are a total of 36 Combat Tours in the game.

o-----o | INTERACTIVE OBJECTS | o-----o

When you see a blue glowing object with an exclamation point in the center,

hurry to that area. Press X to interact with that object to either progress further into the area or save a civilian. Once you press X, you must hit L and R alternatively until the arrow stays in the green section of the meter that appears onscreen. You'll find a lot of these throughout Story Mode missions.

[5] WALKTHROUGH

[0500]

FATHER'S PRIDE

[0501]

Progression Requirements

0 Tokens
0 Races
0 Combat Tours
0 City Events

What a way to start off the game with a boss battle! Watch the opening cutscene and get ready for a fight.

BOSS: Venom

Venom is just your average "first boss of the game" boss. He doesn't have many attacks, and none deal a lot of damage. His first attack is a simple punch, which deals little damage. The tentacle attack also is very weak, and his last one isn't bad either. Venom will suck you in and start draining your health. Just repeatedly press L and R to escape.

As for an offensive maneuver, you can really only punch and kick to deal damage. No web shooters or anything special, just normal punches and kicks. You can jump extremely high, so dodging Venom's attacks is cake. Once Venom starts to use an attack, just jump and press B or Y to do a jump attack.

When you land, give him a flurry of punches and kicks. You can always tell when Venom will use an attack when your Spidey Sense appears (lightning bolts will appear over your head). It makes it a lot easier for dodging attacks. Once you deplete a quarter of Venom's health, watch the cutscene and you will resume the battle in another area.

Venom will begin to feed on Parker. Hit L and R repeatedly for the marker to move into the green section, then you will be freed. Venom will get angry and attack faster, as well as feed on innocent bystanders to gain health back.

This area is a lot easier to deal big damage, mostly because of the environment. You should spot a fallen power line in the middle of the area. Run around it and Venom should follow you... right through the power line, damaging him significantly. Repeat this until his health is depleted to a quarter left. That's when the battle will finally end.

[illegible]

[0502]

0 Races

0 City Events

Spider-Man gets a distress signal from a woman getting mugged. Head over to her location to face the thugs. Each enemy will have an exclamation point over their head. The color signifies their health. Green means their health is full, yellow is a bit depleted, orange is about halfway depleted, and red means they're almost dead.

Take out their health and when they are on the ground with the spider web icon over their head, press L to bind them with your webs. If you don't, the thugs will regain their health again. Once you defeat the thugs, more comes out of an alleyway. Practice combos on them and move the control stick while hitting attack buttons to bounce off walls into your enemies. Once all of the thugs are immobilized, you can go on your way.

Head back to Midtown High School (look for the green beacon) to meet up with Johnny Storm from the Fantastic Four. What the hell is he doing in your game?! The cocky hero wants to race you around the city, so accept his offer. This race will put your web shooting skills to the test. Johnny Storm can be pretty quick, but your web shooters are better.

Web zip towards each checkpoint and swing or zip through them. The latter portion of the race has the checkpoints high in the air, so you'll need to jump rooftops to reach them. Don't be afraid to wall climb or double jump.

Use the meter on the top of the screen to show you and Storm's locations. Once you win (it's not hard), you will gain access to City Goals and Easy Trick Races. You can now cross the river and gain more access to the city. Lastly, Spider-Man's web swinging abilities will go up one level. Now you will go slightly faster while web swinging.

Every time you finish a mission, you will most likely have to finish City Goals, Combat Tours, or Trick Races before you can gain access to the next mission. I will post the requirements for each mission.

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FEEDING TIME                                     [0503]
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Progression Requirements

1 Token
1 Race
0 Combat Tours
1 City Event

What's this? For this mission, you take control of Venom. Now this'll be fun! This is just a tutorial mission for Venom. His controls are pretty similar to Spider-Man. First off, lumber into the alley through the beacon. Next, press R to super jump. Just like jumping with Spidey, hold down R to go higher. You should jump to the top of the building. Pass through the green beacon and follow the arrow.

You'll come across a small group of thugs. As Venom, these guys are a frickin' joke. Just press Y to use your tentacles and swat them aside. If you want to have fun, press X to grab them, then press B to slam their face into the ground. For another move, press B, then X to grab them and snap them like a wishbone. Mmm, instant kills...

A great feature that Venom has is that he can feed on people. When you're health is low, walk up to anyone, it can be a civilian or an enemy, and press L to wrap them up with your tentacles. You will slowly regain health as you drain theirs. Leap over the buildings to the next beacon and try it out on the little kid with the balloon. As terrible as this sounds, you must feed on the small child. I know, I didn't want to do it either. ;_;

Press L and R to perform a tentacle zip. Zip over to the next beacon and try

out wall climbing. Press R when climbing to jump up the building. Head through the next beacon on the roof and take out the thugs. Super jump across rooftops to the next beacon. Take out the thugs here as well; just use your tentacles to slap them all into submission.

Continue following the beacons until you reach a bar and find a motorcycle. It starts to glow blue, so walk up to it and press X. Venom will through it into the bar, totaling the place as well as the bike. Too bad he doesn't know who that bike belongs to until it's too late...

HELL OF A MESS

[0504]

Progression Requirements

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1 Token
1 Race
0 Combat Tours
1 City Event
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BOSS: Wolverine

What the hell? Another superhero cameo? Well, Wolverine is the unfortunate owner of that motorcycle you just destroyed, and he isn't too happy about it. Wolverine is an extremely quick opponent, so you must use your minimal Venom skills to defeat him.

He will lunge across the area at you and begin to slash you. His first attack is in overhead toss. It's not powerful, but it slows you down and gets him ready for another attack. A simple punch deals moderate damage and is dangerous. This is Wolverine's most common attack. His third attack is a swift combo involving numerous slashes.

You must match Wolverine in speed to beat him. Your tentacles are your best form of attack, since they can be long range. Wolverine can block your attacks, which actually hurts you a tad, so lay up on the assault if you see that he's blocking your attacks.

Don't bother feeding on him either, because he will just counterattack. Your best bet is to frequently jump across the bar and smack him with your long tentacles. Don't get caught up in a combo either, because Wolverine will just stop and attack in the middle of it.

Once you deal around two-thirds of Wolverine's health, both of you will clash and grapple. Press L and R alternatively to throw Wolverine through a wall into a new, larger area. The new area should make the battle much easier, for there is so much more room to dodge Wolverine's attacks. Continue your assault using tentacle attacks and the occasional grab to deal massive damage to Wolverine. The battle ends once you deplete Wolverine's health. Phew!

Watch the cutscene as the mission ends.

Progression Requirements

3 Tokens
2 Races
1 Combat Tours
4 City Events

No time for test taking, Spider-Man! As Peter is studying for a test, Rhino is rampaging through the city. Peter exits the school to find the town in wreckage. You will have to rescue several citizens in this mission. The first one is straight ahead.

You may notice a bar above the civilian's head. If that bar is depleted, then the civilian wasn't saved in time and you fail the mission. Keep that in mind when in tight situations.

When you reach the civilian, pick him up and set him down next to the ambulance straight ahead. Remember, you can only set down civilians if they have a green outline around them. Follow your map to the next point which isn't too far away. A store owner is stuck under a large TV. Press X to grab it and alternate between L and R to lift it off of the man.

Of course, as this is happening, the store is being robbed. With the civilian in a safe condition, web zip down the street and beat up the thugs who stole the goods. They aren't tough, just a few combos will do. The next civilian is trapped under a car in a large pothole.

As with the TV, grab the car and alternate between L and R until the arrow is in the green section of the meter. Pick up the woman once she's freed and bring her over to the nearby ambulance. The car blows up and lands in a subway entrance. Run over to the car and grab it. Use L and R to pull the car out of the staircase to free the people underneath.

Spider-Man finally meets up with Rhino, but finds out that he's bigger than expected. He gets blindsided as Rhino flees again. Follow Rhino as he smashes through a building. Rhino hits a car into a building with a person inside!

Web zip up to where the car is stuck inside the building and grab the person about to fall. Set him down on the ground near the ambulance and continue your pursuit. Web swing to catch up to the metal monstrosity until you are called upon by the cops. Help them take down a few criminals before you can chase down Rhino. After a bit more of chasing, the mission ends and the battle begins!

Progression Requirements

3 Tokens
2 Races
1 Combat Tours
4 City Events

Rhino ends up being chased into a construction area. You will need to immobilize him here. When Rhino starts to lumber over to the fuel crate, run up to him and stick onto his back (press X). Start to press B or Y to attack his back. Rhino will get angry and drop the tank. Jump off of him, or he'll fall back onto the ground, crushing you.

Once you get Rhino's attention, he will start to chase you. All Rhino does is punch the ground, causing a shockwave. Run over to the wet cement and lure Rhino into it. When he punches the ground, he will get his hand stuck in the cement.

Hurry over to the crane next to the fuel crate and hit X near the blue glow to swing the wrecking ball into Rhino. This will tear a hole in his back and get him really pissed off. He'll storm down the street into a parking lot. Follow him to start the real fight.

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BOSS: Rhino
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Rhino is a big guy, so you can expect his attacks to pack a pack a punch. His first attack is a simple charge. He'll ram you, dealing minimal damage. His punch attacks are also very weak. Rhino will also pound the ground, creating a shockwave. This deals a good amount of damage to you. The parking lot is a dangerous place to fight, for Rhino will throw cars at you constantly, which deal a lot of damage. They deal even more damage if they explode in your face.

Your best way of avoiding these attacks is to either double jump or web zip out of the way. Rhino is fast despite his size, so it's best to stay on your toes. The gaping hole in Rhino's back is your main priority for this battle.

Jump and stick onto his back and punch away. Just like earlier, he will attempt to crush you under himself. First though, he will fall to his knees. When he gets up on his feet, jump off of his back to avoid any damage. Only attempt to get on his back when a small panel showing a closeup of his back pops up onto the screen.

Rhino will get more angry as the battle rages on. Rhino will develop two new attacks. The first is where he will create electricity of the ground as it rushes towards you. Double jump to avoid it or stick to a wall. His next attack is the strongest yet, so be very careful for this one. Rhino will stop and begin to charge at you with full speed.

Do not let him get near you with this attack, because it will demolish you. When you see him stop for a second, either web zip to the side or jump high up to a wall and stick to it to avoid damage. Of course, if you use that method, then you're a sitting duck for Rhino to chuck a car at you. Repeat the process of slamming on his back until his health is depleted.

[illegible]

Watch the cutscene once the battle ends. With Rhino out of the picture, the mission ends. Now Spider-Man can take his test! ;)

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THROW DOWN [0507]

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The best way to attack Venom is to use a hit-and-run tactic. You basically use any type of combo on him, because you'll be stunned and left open for attack. What you should do is jump in the air, then press X or B twice. This allows Spider-Man to jump and kick Venom, then bounce off, and kick him again. This move is very useful (it will be used in later boss fights) and is the best way to defeat him without getting a headache.

His attacks are easy to dodge, so when your spidey sense flashes, jump and start the attack. Once Venom's health bar is depleted, the battle will end. It's not so hard once you get the idea.

[illegible]

The mission will end with a cutscene.

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PURSUIT [0509]

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Progression Requirements

7 Tokens

4 Races

2 Combat Tours

10 City Events

You will play as Venom this mission, and it's similar to Spidey's encounter with Rhino. You must chase Electro throughout the city all the way to Times Square. This mission incorporates the Chase Meter, which shows your position compared to Electro.

If your marker falls off of the meter, then it's game over. You must keep up with Electro at all times to continue the mission. The fact that you're chasing a man in a black suit at nighttime is pretty frustrating, so always pay attention to the arrow pointing to his general location.

Electro starts off by shooting Venom a few times to try to get the upper hand. Dodge to avoid them and tentacle zip to catch up. Always tentacle zip to follow him; running is too slow. It's alright if you zip past Electro and land in front of him; he will catch up.

Once you see Electro stop, that's your cue to back up. Electro will stop and release an electrical dome, damaging anything in it's way. Make sure to back up a considerable amount to avoid damage. This is the time where you should feed on civilians. You have no other time to regain HP unless Electro is issuing his electrical dome attack, which is pretty frequently.

Pay attention to when Electro says phrases. If he says something like, "moving on up!", then you know he will begin to fly up the side of a skyscraper. Also pay attention to your map which shows the elevation of Electro. When chasing Electro up a building, super jump and cling to the building, then keep hitting R to scale the building.

Once Electro flies down to the ground, make sure to stay with him. Jumping off of the building to the ground isn't a good idea, because you will fall faster than Electro and get too ahead of him. That will make you lose the mission as well.

Eventually, Electro will fly to an extremely high skyscraper. Super jump and

wall climb, hitting R to sling up the wall even faster. This is tough, so don't be frustrated if you lose. Going down is also hard. The skyscraper has ledges protruding outwards, so fall down from ledge to ledge and continue your pursuit. It's a pretty long mission and it's quite hard, so don't give up on hope if you may have to retry several times.

Eventually, Electro leads Venom to Times Square. Don't feed, even if you're low on health (you will get a chance to next mission). Once you reach Times Square, the mission ends.

MINE

[0510]

Progression Requirements

8 Tokens

4 Races

3 Combat Tours

12 City Events

BOSS: Electro

Just like the previous mission, you will be playing as Venom. Of course, there has to be a catch in the battle. Electro has attacked Spider-Man and left him unconscious. As Spidey lies on the ground helpless, Electro will attack Spider-Man at any given chance.

You should protect Spider-Man from these attacks and if Spidey dies, then you lose. Electro will only attack if you're not pounding him, so he tends to attack you and while you are dazed and confused, he beats down on Spidey. Do your best to keep Electro's attention on you.

First off, his attacks. His first and most common attack is where Electro shoots a lightning bolt at you. That's it; it deals barely any damage and is used often. Electro will also use the Energy Dome attack, dealing quite a bit of damage if you're hit. Just like in the chase, it's best to feed when he is using that attack.

There are several ways to hurt Electro. The best way to defeat him is to jump in the air and press Y to do an alteration of your tentacle attack. You can even get as close to Electro to give him a couple punch combos. It isn't best offensively, but hey, it's still a way to defeat him. Remember to always stay on him so he doesn't stray over and hurt Spider-Man.

Once you deplete three-quarters of Electro's health, he will rise up to a neon billboard and consume all of its electricity which makes him a lot stronger. It also gives him a slick blue hue. Electro regains full health back, so get ready to battle again. Now Electro will hover high in the air, resistant to punches or tentacle attacks. Now you'll have to throw a car at him. It deals a lot of damage to him.

That's really the only way to hurt him other than a very tricky method. I don't suggest this method, but it deals more damage than throwing cars at him. Lure Electro over one of the fire hydrants and when he's above it, destroy the hydrant to spray Electro with water. He will take damage and turn back to his

You can only hurt him in his electrified state with cars or fire hydrants. The only way to attack him normally is to chuck a car at him several times, and he should lose his electrified state. Once Electro loses a reasonable amount of health, he'll start to panic and fly over to the nearest neon billboard.

He will drain the electricity from the sign and refill his energy to the max! The only way to prevent this is to destroy all the neon signs around the area, so he has nowhere the fuel up. It isn't a tough battle, but somewhat long and full of different ways to complete it. Once you finish off Electro's second bar of health, the battle will finally end. Whew!

[illegible]

Watch the cutscene after the battle with Electro, which ends the mission.

COOL SUIT	[0511]
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10 Tokens
5 Races
3 Combat Tours
14 City Events
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Well now that Electro is out of the picture, it looks like we need a new villain! Well, here's where he comes in. This is of course another Spidey mission. The opening cutscene shows us this new villain, Beetle. He's one badass dude, equipped with a rocket pack, slick armor, and an attitude.

Spider-Man chases him down the street like any good superhero should do. When the mission starts, you will be chasing Beetle down the streets. Use your web swing to swing on the skyscrapers across the streets. Not long from when the mission starts, Beetle will detonate some grenades on a tunnel.

You will have to pick up two civilians (one at a time) and bring them to the ambulance behind the tunnel. You must hurry, or the civilians will die before you can save them. Continue chasing Beetle through New York. It's pretty easy to spot Beetle due to the yellow glow his jet pack emits.

Soon after the tunnel incident, Beetle will chuck a grenade inside a skyscraper, destroying a floor and trapping a woman in a burning room. Web swing to the building and zip up to the burning floor. Enter through the destroyed window and grab the woman. Exit through the other side, jump to the ground, and set her safely on the ground next to the ambulance.

Beetle will start making things very tricky for you. He will start to form force fields on the streets. You will either have to swing over them or go under them. Remember than you can press Y while swinging to climb the web and gain more height. Quickly navigate around the force fields so you don't lose Beetle.

Beetle will plant more force fields behind him. Now as you slip around them, he will be shooting at you with red lasers. They have a pretty good range and are wide, so watch out for them when they are coming towards you. Once you

enter the park, Beetle will cause some more havoc with his grenades. He lobbs them at three cars, igniting them. Jump over to the cars and press X to open the door and grab the driver out.

Do this with all three to save the civilians and continue your chase. Beetle will try to get away from Spidey for a moment and flies in a lab. He picks up a test tube sample marked "SO5 Sand Man", only to be found by Spider-Man. He chases Beetle out of the building.

Beetle will set more force fields, usually in pairs of three. They tend to be higher than the force field behind it, so swing and climb the web to get over them. Not long after, Beetle will retreat into a skyscraper. Here's where the chase and the mission finally ends.

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SKYSCRAPER BATTLE[0512]

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Progression Requirements

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10 Tokens
5 Races
3 Combat Tours
14 City Events
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Like the past missions, this one starts right with a boss battle.

[illegible]

Beetle isn't as tough as Electro, but he is a force to be reckoned with. His large arsenal attacks prove to be a very dangerous force, so he is definitely a very powerful offensive opponent. He doesn't have many attacks, but they all suck and will deliver the pain on you. Beetle's most common attack is the red laser blast. You should know how to dodge it, since you have seen it throughout the chase with this guy.

The lame explosive grenade he lobbs at you can deal massive damage to you as well, but luckily you have your spidey sense. Beetle's most powerful attack is a large energy field, similar to Electro's electric dome attack, is his most powerful attack and will cut your health down like a hot knife through butter.

The battle takes place on an unfinished skyscraper. You can fight on two floors, but I recommend to just stay on one. Beetle will hover on the ground most of the time, so low that he is in range of punches and kicks. Your best form of attack is the jump and kick method (described in the second battle with Venom). It won't deal as much damage as swift combos, but it is definitely the safest way to go.

The arena isn't that big to maneuver around, so you may fall off of the skyscraper. If you fall to the floor, then the battle ends because for some strange reason, the chase meter is still implemented in the mission/battle. If you stick onto the wall in time, then just climb up to the top and resume the battle. Your offense should only consist of the jump kick and the occasional punch combo. Beetle shouldn't be that much of a problem.

I'm not sure if this is just in my game or if it's a glitch, I found a very

When I did this, he froze and got stuck in the wall, leaving him open for several combos before regaining composure. Like I said, I'm not sure if this was just my game or if it's a glitch, but if you can do it, then this battle will be ten times easier. Either way, the battle shouldn't be that bad.

Cutscene, end of mission, etc. :P

[0513]

This Venom mission starts off with you pitted again Silver Sable. Woo hoo!

BOSS: Silver Sable

Her gun is her biggest threat (if you even call it a threat), and she uses it for two attacks. The first is a simple shot of the laser gun. It doesn't deal much and is used from far away. Silver Sable will sometimes charge up the laser and shoot a more powerful blast. It's stronger, but not anything to be worried about.

Throwing cars at her is another way to deplete a good chunk of her health, but she is more likely to dodge them. If you want to continuously throw cars at Silver Sable, you're bound to hit her a few times, which will damage her a lot. All in all, it's a very easy battle. Throw cars at her, use tentacle attacks, or just grab and pound her; it's an easy battle to get out of. You probably won't need to feed on people either. Unlike the other missions, it continues after the boss is defeated. Ooh!

[illegible]

Not long after Sable's defeat, mercenaries come to track you down. They shouldn't be a problem to defeat. Your task is to survive until an opportunity arises to get out of there.

First off, just keep killing mercenaries while feeding on civilians (or enemies) if your health gets low. Soon after, an arrow shows up on your screen. Follow it or just use the map to reach the green blip on the map. Once you find it, a cutscene begins.

Now you'll have to fight off some enemy helicopters. They can be pretty tough to defeat, especially if you have a bunch on your tail. Their guns can really damage you fast, so try to hide behind a billboard or something. You can jump and use the tentacle attack to damage them, or just throw cars at them.

If you notice a red target around a helicopter, pick up a car and throw it. It will home onto the target and destroy the copter. Another arrow will soon appear. Hurry over to it (super jumping is your best bet) to activate another cutscene.

After the cutscene, you will have to fight more helicopters and mercenaries. The strategy applies the same as the last part. Try to kill two birds with one stone by throwing a mercenary vehicle at a helicopter to take them both out. Once again, an arrow appears. Follow it to the green blip to start up yet another cutscene.

Now Silver Sable will be chasing you in her jet. Hurry over to the nearest park and take refuge in the trees. Mercenaries will swarm you, but they shouldn't be a problem. Hunt for civilians in the park or in the near sidewalks and replenish your health.

You can't damage Sable's vehicle, so just hide. There should be a small bridge that you can hide under for cover. When the arrow appears, get to the green blip on your map to end the mission.

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18 AND OVER

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[0514]

Progression Requirements

- 14 Tokens
- 6 Races
- 4 Combat Tours
- 18 City Events

Spider-Man gets in a nasty confrontation with a familiar villain. It's your job to do in none other than the Green Goblin! First (like all the other missions), you gotta wildly chase him around the city first.

Green Goblin will of course speed through the city while attacking Spider-Man at any chance. Web swing and zip to catch up with him and keep an eye on the chase meter. Pay attention to the flames and the arrow at the top of the screen to avoid losing your nemesis.

At times, he will stop in the middle of the street and lob fireballs at you. He usually throws two or three, so double jump out of the way. You can't attack Green Goblin because the flames around him not only protect him, but they will hurt you if you come in contact with them.

Green Goblin will soon get tired of you and try to distract you with other problems. He'll then destroy a large billboard, leaving it to fall on top of several cars with innocent people inside.

Ignore Green Goblin's barrage from afar and quickly swing on over to the accident. Press X next to the blue glowing area and press L and R to remove the billboard from a car. Now do the same with the other two pieces of the billboard to have everyone out of there safely.

The chase is very straightforward. After you chase Green Goblin some more, he will come to a halt and fight you one on one.

[illegible]

Spider-Man is in for a tough battle with Green Goblin. He is the toughest enemy you've fought so far. He has a large number of attacks ready for his disposal, and all pack quite a punch. He has some vicious attacks, though may seem basic. The normal claw slash or uppercut which are used commonly can deal a lot of damage to you. Green Goblin will lob fireballs constantly and lunge over to you in order to smash you into the ground.

You still must stay on the defensive side in this battle. Green Goblin will still have his flame shield up, so you can't hurt him just yet. He will lob three fireballs at you. Double jump or web zip to the side; they deal a lot of damage to stay out of the way. Immediately after, he will jump at you in an attempt to smash at you with his fists.

Eventually, Green Goblin will fizzle out and his flame shield will disappear for a short time. This is your opportunity to attack. Lunge at him and unleash all sorts of combos. Use the buildings to try to use a bounce attack to knock him over. His body will be engulfed in flames again and the procedure will start over.

When Green Goblin is down to half health, a cutscene will begin and the battle will change. Now you will be inside of a building with an even angrier goblin to take care of. You do not have as much room as you did than outside, but the Green Goblin will end up destroying all of the furniture that's cluttered around the room to make things easier for you. Now Green Goblin will change his attack pattern a tad. He will now only use one or two fireballs, but uses a new attack.

He jumps in the air and slams into the ground, creating a wall of fire that extends outwards. Not only does his slam attack hurt you insanely if you get caught in the attack, but the wall of fire damages you a lot as well. Double jump to avoid, but beware of the lasers on the ceiling.

Once Green Goblin uses this attack two or three times, he will fizzle out and get tired. Rush to his location and use a flurry of combos on him. He will start to attack you in the same way. Repeat the process to defeat him.

Now that the Green Goblin is out of the way, the mission will end.

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17 Tokens
6 Races
5 Combat Tours
20 City Events
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This chase is more or less the same as last time, but of course, you're Venom instead of Spider-Man. Luckily, this chase is nowhere near as difficult as the one with Electro. Beetle will calmly take his time as he flies through the city with Venom on his tail. He will stop and shoot at you several times every once in a while.

Beetle ends up luring you around town and soon reaches an abandoned warehouse. Here's where the boss battle begins.

Unfortunately for you, Beetle is much harder this time around. Beetle will spend most of the battle flying around above you. He has a lot more attacks, which include basic attacks, such as an uppercut to you. He still fires lasers and throws grenades at you, but they don't deal that much damage. A new attack that Beetle has gained is where he will spawn two large blades and slices you as he flies around the room. They are pretty powerful, so stay away when you see the swords.

There are laser traps in the holes, so you'll get hurt if you fall in. Beetle will now hover in the air, and stop over one of the holes. He will pause,

As his health wears down, Beetle will blow more holes in the floor inbetween the others, so there are three across. It makes the arena a lot smaller, so even turning around can be a chore. It's a very tough fight, so prepare for the worst.

The mission ends once you defeat Beetle. Watch the next cutscene and move on.

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Progression Requirements
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17 Tokens
6 Races
5 Combat Tours
20 City Events

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[illegible]

Silver Sable was a pushover last time you fought her, but do not expect an easy fight this time. The only real reason who this battle is so tough is because you don't have your web shooters. It's just Peter Parker vs Silver Sable. She has a bunch of physical attacks which don't deal a lot of damage by themselves, but hurt if she uses a long combo on you. Her gun can deal a moderate amount of damage as well. Silver Sable always blocks, so hitting her can be pretty hard.

As Peter, you don't have a large range of strong attacks. You will have to resort to jump attacks throughout the whole battle. She might block most of them, but it is the best way to hurt her without staying close to her a lot. Use a hit and run strategy in this fight, and you should be fine. At first, Silver Sable will be accompanied by two henchmen. Take them out when the battle first starts.

[illegible]

When the battle ends, you will watch a cutscene. You will have to clean up the mess that Silver Sable accidentally started. First off, rush to the car that's about to fall off of the bridge. Grab it and Sable will help you pick it up.

The last rescue is by Silver Sable. She will be standing next to a pileup. Grab the car on top and press L and R to flip it off of the car under it. With all the rescues done, the mission ends.

Progression Requirements

For when you are still drugged, use long combos and bounce attacks to damage Venom. When you get healthy again, switch to jump attacks. Always pay good attention to your Spidey Sense, because a car may be coming your way when you

get that tingly feeling. Cars explode a couple seconds later after thrown, so keep your distance from them. All in all, a rather easy fight.

The battle with Venom signifies the end of the mission. After the fight, go on to the next mission.

BROTHERS

[0518]

Progression Requirements

17 Tokens

6 Races

5 Combat Tours

20 City Events

BOSS: Carnage

I actually didn't expect Carnage to be in the game, but boy am I glad. I knew this would be an interesting and fun battle. Carnage isn't so strong, but is quite agile and speedy. Plus he is small, so he can weave behind you and smack you around a bit. Carnage has a large arsenal of attacks at his disposal.

His punch, kick, and headbutt attacks are all very weak, but can be stringed together into combos which can prove to be deadly. Carnage can grab and throw you as well. Dodge when he lunges at you. His strongest attack is very predictable. When you see Carnage wave his tentacles up in the air, stay far away. He will begin to spin his tentacles in a circle, hitting everything around him, so stay back unless you want to take major damage.

The first stage of the battle takes place in an extremely claustrophobic laboratory. There is little room to move around and nothing to throw. Carnage will most likely start off by leaping at you. Use a tentacle attack to knock him over, then run over to issue some serious combos on his symbiotic butt.

Remember to watch for the cue of his tentacle attack. Carnage will jump all around the room as he's so quick, it's annoying. Try to stop his mindless hopping with a tentacle attack. I really hope you know by now that you can't feed on bosses. Do not even bother trying. Once you deplete a third of Carnage's health, he slips through a security door.

Run over to the door and press X to grab it. Press L and R alternatively to open the door, only to find Carnage healing himself in the middle of the room. Run over and hit him with a tentacle attack to interrupt the process. Carnage will flee in the next room. Like before, pry open the door and head into the room ahead.

Carnage will be healing again, so attack him to interrupt him. Soldiers will run into the room and shoot at both of you with guns. Simply run over to them and feed on their worthless souls to get some juicy health back. By now, the two of you will have gained most of your health back.

You can start to attack Carnage after the people are gone. Wail on the sorry

punk with tentacle attacks and try to grab and slam him. Once you take out half of Carnage's health, the pansy runs away into the last room.

The last room is a very large area. You should have no trouble dodging his attacks, but it's very possible to lose track of the little bugger, with him sprinting and jumping all over the place.

You can use the soldiers attacking you for health, but since they deal so little damage, wait until you really need the health to eat them. Fortunately for you, there are a lot of throwable objects here. I suggest knocking Carnage over, then throwing something at him to assure a direct hit.

Carnage will sometimes try to retreat into a corner or a high ledge in order to heal. So if you can't find him, try to look in a more hidden area, such as a corner or on top of one of the three big tanks. He may be healing up there, so knock him down to stop him and continue the fight. Carnage will be defeated once you deplete all of his health.

[illegible]

Mission over. Next up: the final one! *gasp*

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FINAL BATTLE [0519]

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Progression Requirements

17 Tokens

6 Races

5 Combat Tours

20 City Events

Here it is; this is the final battle, the last encounter with Venom. Yeah, I know, frickin' Venom AGAIN. Oh well.

[illegible]

BOSS: Venom

Venom has now gained the power of Carnage, so he's all super and stuff. Of course, Venom is totally pissed at Trask and so wants to kill him right now. Well, Spider-Man thinks differently. Throughout the course of the battle, Venom will concentrate on trying to knock Trask's helicopter (with him in it) off of the skyscraper. You as Spider-Man must stop Venom from doing this, or it's game over.

Venom still has the same predictable attacks. Yawn. The only two differences is the raging fire behind you and the helicopter blades. Don't jump near the helicopter, or you might hit the spinning blades and get a LOT of damage dealt to you.

Spidey will have to grab Venom's attention in this battle. The battle first starts off with Venom throwing a barrel at you. If you dodge it, then he will stay concentrated on you. If you get hit, you'll be knocked over and he will run over and hit the helicopter. If so, run over to him (don't jump!!) and just punch him one or twice. Don't get into a combo or he will retaliate.

Repeat the process of getting his attention and attacking him a bit before he goes back to his task. I was pretty disappointed at the simplicity of the final battle. Once Venom's health is depleted, the mission as well as the Story Mode ends. All in all, it's a pretty lame final boss. I would have preferred Carnage to be the final battle, since that one was actually... good.

Congratulations, you just beat Ultimate Spider-Man! There's still a lot more stuff you can do. Now go have fun tearing the city apart as Venom! ^ ^

[illegible]

BOSS: Wolverine

to a wall and stick to it to avoid damage. Of course, if you use that method, then you're a sitting duck for Rhino to chuck a car at you. Repeat the process of slamming on his back until his health is depleted.

[illegible]

You will be fighting Venom on top of a large building and this battle will be a lot tougher than the last. Spider-Man can't stay near Venom for a long time, or else he'll get a headache and will be open to attack. So these headaches won't allow you to pound Venom with combos. The rooftop you are on isn't HUGE, but is enough for you to easily dodge his attacks.

Venom has the same attacks as the last time you fought him. His basic punch deals little damage to you, and his tentacle attack is not strong either. The only attack that will deal moderate damage to you is his feeding attack. Remember, just alternate hitting L and R to escape.

The best way to attack Venom is to use a hit-and-run tactic. You basically use any type of combo on him, because you'll be stunned and left open for attack. What you should do is jump in the air, then press X or B twice. This allows Spider-Man to jump and kick Venom, then bounce off, and kick him again. This move is very useful (it will be used in later boss fights) and is the best way to defeat him without getting a headache.

His attacks are easy to dodge, so when your spidey sense flashes, jump and start the attack. Once Venom's health bar is depleted, the battle will end. It's not so hard once you get the idea.

[illegible]

Just like the previous mission, you will be playing as Venom. Of course, there has to be a catch in the battle. Electro has attacked Spider-Man and left him unconscious. As Spidey lies on the ground helpless, Electro will attack Spider-Man at any given chance.

You should protect Spider-Man from these attacks and if Spidey dies, then you lose. Electro will only attack if you're not pounding him, so he tends to attack you and while you are dazed and confused, he beats down on Spidey. Do your best to keep Electro's attention on you.

First off, his attacks. His first and most common attack is where Electro shoots a lightning bolt at you. That's it; it deals barely any damage and is used often. Electro will also use the Energy Dome attack, dealing quite a bit of damage if you're hit. Just like in the chase, it's best to feed when he is using that attack.

There are several ways to hurt Electro. The best way to defeat him is to jump in the air and press Y to do an alteration of your tentacle attack. You can even get as close to Electro to give him a couple punch combos. It isn't best offensively, but hey, it's still a way to defeat him. Remember to always stay on him so he doesn't stray over and hurt Spider-Man.

Once you deplete three-quarters of Electro's health, he will rise up to a neon billboard and consume all of its electricity which makes him a lot

several combos before regaining composure. Like I said, I'm not sure if this was just my game or if it's a glitch, but if you can do it, then this battle will be ten times easier. Either way, the battle shouldn't be that bad.

[illegible]

Silver Sable is pretty much no match for the power of Venom. With that said, don't expect a tough fight. She's speedy, I'll give her that. Most of the time you will spend your time chasing her around after she jumps wildly around the city. She doesn't have any powerful attacks, but she can catch you off guard during the fight. Her martial arts skills are pretty good, but they are very weak and won't take much out of you.

Her gun is her biggest threat (if you even call it a threat), and she uses it for two attacks. The first is a simple shot of the laser gun. It doesn't deal much and is used from far away. Silver Sable will sometimes charge up the laser and shoot a more powerful blast. It's stronger, but not anything to be worried about.

Like I said, Silver Sable is very agile. Hitting her with punches and kicks may be a tad difficult, because she likes to somersault and backflip out of the way a lot. Use a tentacle attack to do some good harm to her from afar. If you can, try to grab her and smash her into the ground, which deals a great amount of damage to her.

Throwing cars at her is another way to deplete a good chunk of her health, but she is more likely to dodge them. If you want to continuously throw cars at Silver Sable, you're bound to hit her a few times, which will damage her a lot. All in all, it's a very easy battle. Throw cars at her, use tentacle attacks, or just grab and pound her; it's an easy battle to get out of. You probably won't need to feed on people either. Unlike the other missions, it continues after the boss is defeated. Ooh!

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BOSS: Green Goblin
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Spider-Man is in for a tough battle with Green Goblin. He is the toughest enemy you've fought so far. He has a large number of attacks ready for his disposal, and all pack quite a punch. He has some vicious attacks, though may seem basic. The normal claw slash or uppercut which are used commonly can deal a lot of damage to you. Green Goblin will lob fireballs constantly and lunge over to you in order to smash you into the ground.

You still must stay on the defensive side in this battle. Green Goblin will still have his flame shield up, so you can't hurt him just yet. He will lob three fireballs at you. Double jump or web zip to the side; they deal a lot of damage to stay out of the way. Immediately after, he will jump at you in an attempt to smash at you with his fists.

Eventually, Green Goblin will fizzle out and his flame shield will disappear for a short time. This is your opportunity to attack. Lunge at him and unleash all sorts of combos. Use the buildings to try to use a bounce attack to knock him over. His body will be engulfed in flames again and the procedure will start over.

He jumps in the air and slams into the ground, creating a wall of fire that extends outwards. Not only does his slam attack hurt you insanely if you get caught in the attack, but the wall of fire damages you a lot as well. Double jump to avoid, but beware of the lasers on the ceiling.

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BOSS: Beetle
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The first stage of the battle consists of Beetle flying above while you try to attack from below. The best way to attack him is to jump and press Y for a tentacle attack. It's not that strong of an attack, but there's really only one other way of damaging Beetle. The other way is to throw objects at him.

Once you drain about one third of Beetle's health, the battle drastically changes. Yeah, it changes for the worse, if you were wondering. Beetle will set up four force fields, decreasing the size of the arena significantly. Second, he blows four holes in the floor; one in each corner.

As his health wears down, Beetle will blow more holes in the floor inbetween the others, so there are three across. It makes the arena a lot smaller, so even turning around can be a chore. It's a very tough fight, so prepare for the worst.

[illegible]

As Peter, you don't have a large range of strong attacks. You will have to resort to jump attacks throughout the whole battle. She might block most of them, but it is the best way to hurt her without staying close to her a lot. Use a hit and run strategy in this fight, and you should be fine. At first, Silver Sable will be accompanied by two henchmen. Take them out when the battle first starts.

BOSS: Venom

The attacks that Venom uses on you are all the same. He doesn't try to feed on you anymore, but he still has his punch and tentacle attacks. Venom also will throw cars at you, which are incredibly dangerous.

For when you are still drugged, use long combos and bounce attacks to damage Venom. When you get healthy again, switch to jump attacks. Always pay good attention to your Spidey Sense, because a car may be coming your way when you get that tingly feeling. Cars explode a couple seconds later after thrown, so keep your distance from them. All in all, a rather easy fight.

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BOSS: Carnage
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His punch, kick, and headbutt attacks are all very weak, but can be stringed together into combos which can prove to be deadly. Carnage can grab and throw

you as well. Dodge when he lunges at you. His strongest attack is very predictable. When you see Carnage wave his tentacles up in the air, stay far away. He will begin to spin his tentacles in a circle, hitting everything around him, so stay back unless you want to take major damage.

The first stage of the battle takes place in an extremely claustrophobic laboratory. There is little room to move around and nothing to throw. Carnage will most likely start off by leaping at you. Use a tentacle attack to knock him over, then run over to issue some serious combos on his symbiotic butt.

Remember to watch for the cue of his tentacle attack. Carnage will jump all around the room as he's so quick, it's annoying. Try to stop his mindless hopping with a tentacle attack. I really hope you know by now that you can't feed on bosses. Do not even bother trying. Once you deplete a third of Carnage's health, he slips through a security door.

Run over to the door and press X to grab it. Press L and R alternatively to open the door, only to find Carnage healing himself in the middle of the room. Run over and hit him with a tentacle attack to interrupt the process. Carnage will flee in the next room. Like before, pry open the door and head into the room ahead.

Carnage will be healing again, so attack him to interrupt him. Soldiers will run into the room and shoot at both of you with guns. Simply run over to them and feed on their worthless souls to get some juicy health back. By now, the two of you will have gained most of your health back.

You can start to attack Carnage after the people are gone. Wail on the sorry punk with tentacle attacks and try to grab and slam him. Once you take out half of Carnage's health, the pansy runs away into the last room.

The last room is a very large area. You should have no trouble dodging his attacks, but it's very possible to lose track of the little bugger, with him sprinting and jumping all over the place.

You can use the soldiers attacking you for health, but since they deal so little damage, wait until you really need the health to eat them. Fortunately for you, there are a lot of throwable objects here. I suggest knocking Carnage over, then throwing something at him to assure a direct hit.

Carnage will sometimes try to retreat into a corner or a high ledge in order to heal. So if you can't find him, try to look in a more hidden area, such as a corner or on top of one of the three big tanks. He may be healing up there, so knock him down to stop him and continue the fight. Carnage will be defeated once you deplete all of his health.

[illegible]

Venom has now gained the power of Carnage, so he's all super and stuff. Of course, Venom is totally pissed at Trask and so wants to kill him right now. Well, Spider-Man thinks differently. Throughout the course of the battle, Venom will concentrate on trying to knock Trask's helicopter (with him in it) off of the skyscraper. You as Spider-Man must stop Venom from doing this, or it's game over.

Venom still has the same predictable attacks. Yawn. The only two differences is the raging fire behind you and the helicopter blades. Don't jump near the

helicopter, or you might hit the spinning blades and get a LOT of damage dealt to you.

Spidey will have to grab Venom's attention in this battle. The battle first starts off with Venom throwing a barrel at you. If you dodge it, then he will stay concentrated on you. If you get hit, you'll be knocked over and he will run over and hit the helicopter. If so, run over to him (don't jump!!) and just punch him one or twice. Don't get into a combo or he will retaliate.

When you have his attention, lure him away from the helicopter. Venom will do the normal attacks. You won't get any headaches this battle, so dish out the combos all you want to deal as much damage in one go-around. Venom will retreat if he hurts you, so try to dodge his attacks as much as possible. Throughout the battle, the fire will build up, lessening your area to fight. If you ever fall off of the skyscraper, you can just web zip back up.

Repeat the process of getting his attention and attacking him a bit before he goes back to his task. I was pretty disappointed at the simplicity of the final battle. Once Venom's health is depleted, the mission as well as the Story Mode ends. All in all, it's a pretty lame final boss. I would have preferred Carnage to be the final battle, since that one was actually... good.

[7] CITY EVENTS

[0700]

Easy Difficulty: Default

Medium Difficulty: Complete 10 City Events and finish "Inexpugnable" mission.

Hard Difficulty: Complete 20 City Events and finish "Class Trip" mission.

o-----o
| INJURED PEOPLE |
o-----o

Whether there is a bad guy destroying the city, a car accident, or someone slipping and falling, there's always a civilian in need. When you see a person glowing blue, rush over to them and press X to grab them. Look for the nearest ambulance and drop them off next to it to complete the mission.

Sometimes you will have to place them in the wheelchair in front of the hospital. Remember, you can only let go of people when they start to glow green. That means it's safe to set them down. If they are red, then you must still hold them until you get to safety.

o-----o
| FALLING PEOPLE |
o-----o

Although it isn't nearly as rare as injured people, civilians will sometimes find themselves to be hanging off the edge of a tall building. Jump to the top of the building and grab them by pressing X. Drop down to the ground and place them down.

o-----o
| MUGGINGS |
o-----o

Sometimes you'll encounter something so simple as a group of thugs mugging a helpless woman in an alley. Once you reach their position, defeat the looters and tie them up with your webs. Pick up the stolen item and return it to the victim to complete the event.

o-----o
| POLICE STANDOFFS |
o-----o

Thugs will not only steal from defenseless victims, but also pick fights with cops (not the smartest thing to do). Hurry to the location and beat down all of the criminals. Make sure to do it quickly, because the cops can also take down the criminals. If they do, then you fail the mission.

o-----o
| ROBBERIES |
o-----o

Once you hear the alarms ringing, you know there's a robbery occurring. Head to the bank and take down the crooks quickly before they get away. There are also armored truck robberies. Find the truck (it will be located on your map) and defeat the robbers before they get away or before the cops take over.

o-----o
| SPEEDING |
o-----o

You will also encounter car-related crimes. Some criminals will be found speeding throughout the city. Jump on top of the speeding car and press B to start punching the roof of the car. Spider-Man will have to move the control stick left or right to avoid gunshot from the driver as well.

Once the car stops, defeat and immobilize the criminal. Ordinary citizens will also have a case of road rage and start speeding. Use the same methods in which you would for a criminal, but there is no need to beat the citizen to submission. (it would be fun though...)

[8] TRICK RACES

[0800]

First off, let's describe the different types of checkpoints.

Blue Glow - Pass through in any fashion to get credit.
Green Glow - Must land in upright to get credit.
Red Glow - Must wall crawl through to get credit.
Yellow Glow - Must wall jump through to get credit.

And one more thing: you must unlock each difficulty by beating Johnny Storm in a race. For example, if you beat Johnny Storm for the first time, you will unlock Easy races. Next time you beat him, you will unlock the Medium difficulty. If you beat him again, then you'll unlock the Hard difficulty, and so on.

Alright, from now on I will show the times needed to complete the races.

=====

EASY RACES[0801]

=====

You must beat Chapter 2 in order to get a chance to face Johnny Storm. You will automatically race with him. Beat him to unlock Easy races.

o-----o-o-----o			
Trick Race E-1			
	Bronze	- 1:05	_
	Silver	- 0:54	_
	Gold	- 0:50	_
	Ultimate	- 0:40	_
o-----o-o-----o			
Trick Race E-2			
	Bronze	- 0:59	_
	Silver	- 0:52	_
	Gold	- 0:43	_
	Ultimate	- 0:18.5	_
o-----o-o-----o			
Trick Race E-3			
	Bronze	- 0:59	_
	Silver	- 0:52	_
	Gold	- 0:43	_
	Ultimate	- 0:18.5	_
o-----o-o-----o			
Trick Race E-4			
	Bronze	- 1:01	_
	Silver	- 0:53	_
	Gold	- 0:45	_
	Ultimate	- 0:31	_
o-----o-o-----o			
Trick Race E-5			
	Bronze	- 0:50	_
	Silver	- 0:43	_
	Gold	- 0:35	_
	Ultimate	- 0:14.6	_
o-----o-o-----o			
Trick Race E-6			
	Bronze	- 0:45	_
	Silver	- 0:38	_
	Gold	- 0:32	_
	Ultimate	- 0:25	_
o-----o-o-----o			

Trick Race E-7			
		Bronze - 0:30	_
		Silver - 0:25	_
		Gold - 0:19	_
		Ultimate - 0:12	_
o-----o	o	o	o
Trick Race E-8			
		Bronze - 0:37	_
		Silver - 0:33	_
		Gold - 0:27	_
		Ultimate - 0:18.2	_
o-----o	o	o	o
Trick Race E-9			
		Bronze - 0:25	_
		Silver - 0:21	_
		Gold - 0:17	_
		Ultimate - 0:10	_
o-----o	o	o	o
Trick Race E-10			
		Bronze - 1:00	_
		Silver - 0:52	_
		Gold - 0:45	_
		Ultimate - 0:30	_
o-----o	o	o	o
Trick Race E-11			
		Bronze - 0:31	_
		Silver - 0:27	_
		Gold - 0:20	_
		Ultimate - 0:13	_
o-----o	o	o	o
Trick Race E-12			
		Bronze - 0:45	_
		Silver - 0:38	_
		Gold - 0:28	_
		Ultimate - 0:17.5	_
o-----o	o	o	o
Trick Race E-13			
		Bronze - 0:47	_
		Silver - 0:42	_
		Gold - 0:34	_
		Ultimate - 0:27	_
o-----o	o	o	o

=====

MEDIUM RACES	[0802]
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=====

Once you complete 5 or more Easy races, you will find Johnny Storm on top of the Baxter Building. Beat him to unlock Medium races.

o-----o	o	o	o
Trick Race M-1			

		Bronze	-	0:36	_	
		Silver	-	0:30	_	
		Gold	-	0:26	_	
		Ultimate	-	0:22	_	
o-----o-o-----o						
	Trick Race M-2				-	
			Bronze	-	0:58	_
			Silver	-	0:50	_
			Gold	-	0:42	_
			Ultimate	-	0:35	_
o-----o-o-----o						
	Trick Race M-3				-	
			Bronze	-	0:58	_
			Silver	-	0:50	_
			Gold	-	0:40	_
			Ultimate	-	0:33	_
o-----o-o-----o						
	Trick Race M-4				-	
			Bronze	-	1:10	_
			Silver	-	1:05	_
			Gold	-	1:00	_
			Ultimate	-	0:52	_
o-----o-o-----o						
	Trick Race M-5				-	
			Bronze	-	0:34	_
			Silver	-	0:30	_
			Gold	-	0:27	_
			Ultimate	-	0:23	_
o-----o-o-----o						
	Trick Race M-6				-	
			Bronze	-	1:05	_
			Silver	-	0:52	_
			Gold	-	0:40	_
			Ultimate	-	0:32	_
o-----o-o-----o						
	Trick Race M-7				-	
			Bronze	-	0:44	_
			Silver	-	0:40	_
			Gold	-	0:36	_
			Ultimate	-	0:32	_
o-----o-o-----o						
	Trick Race M-8				-	
			Bronze	-	0:50	_
			Silver	-	0:48	_
			Gold	-	0:43	_
			Ultimate	-	0:32	_
o-----o-o-----o						
	Trick Race M-9				-	
			Bronze	-	1:10	_
			Silver	-	1:02	_
			Gold	-	0:55	_
			Ultimate	-	0:46	_

o-----o-o-----o				
Trick Race M-10				
		Bronze - 0:55	_	
		Silver - 0:50	_	
		Gold - 0:45	_	
		Ultimate - 0:40	_	
o-----o-o-----o				
Trick Race M-11				
		Bronze - 0:50	_	
		Silver - 0:44	_	
		Gold - 0:38	_	
		Ultimate - 0:34	_	
o-----o-o-----o				
Trick Race M-12				
		Bronze - 0:55	_	
		Silver - 0:47	_	
		Gold - 0:42	_	
		Ultimate - 0:36	_	
o-----o-o-----o				
Trick Race M-13				
		Bronze - 0:56	_	
		Silver - 0:52	_	
		Gold - 0:46	_	
		Ultimate - 0:40	_	
o-----o-o-----o				

HARD RACES

[0803]

Once you complete 5 or more Medium races, you will find Johnny Storm on top of the Baxter Building. Beat him to unlock Hard races.

o-----o-o-----o				
Trick Race H-1				
		Bronze - 1:12	_	
		Silver - 1:08	_	
		Gold - 1:02	_	
		Ultimate - 0:54	_	
o-----o-o-----o				
Trick Race H-2				
		Bronze - 1:12	_	
		Silver - 1:08	_	
		Gold - 1:02	_	
		Ultimate - 0:54	_	
o-----o-o-----o				
Trick Race H-3				
		Bronze - 0:52	_	
		Silver - 0:49	_	
		Gold - 0:46	_	
		Ultimate - 0:42	_	

-----o-o-----o			
Trick Race H-4			
	Bronze	- 1:10	_
	Silver	- 1:04	_
	Gold	- 1:00	_
	Ultimate	- 0:56	_
-----o-o-----o			
Trick Race H-5			
	Bronze	- 1:00	_
	Silver	- 0:56	_
	Gold	- 0:52	_
	Ultimate	- 0:44	_
-----o-o-----o			
Trick Race H-6			
	Bronze	- 0:46	_
	Silver	- 0:40	_
	Gold	- 0:36	_
	Ultimate	- 0:30	_
-----o-o-----o			
Trick Race H-7			
	Bronze	- 1:12	_
	Silver	- 1:07	_
	Gold	- 1:00	_
	Ultimate	- 0:54	_
-----o-o-----o			
Trick Race H-8			
	Bronze	- 0:52	_
	Silver	- 0:46	_
	Gold	- 0:38	_
	Ultimate	- 0:30	_
-----o-o-----o			
Trick Race H-9			
	Bronze	- 0:40	_
	Silver	- 0:35	_
	Gold	- 0:30	_
	Ultimate	- 0:22	_
-----o-o-----o			
Trick Race H-10			
	Bronze	- 1:30	_
	Silver	- 1:22	_
	Gold	- 1:16	_
	Ultimate	- 1:08	_
-----o-o-----o			
Trick Race H-11			
	Bronze	- 0:46	_
	Silver	- 0:40	_
	Gold	- 0:36	_
	Ultimate	- 0:30	_
-----o-o-----o			
Trick Race H-12			
	Bronze	- 1:00	_
	Silver	- 0:54	_

		Gold	-	0:50	_	
		Ultimate	-	0:46	_	
o-----o-o-----o						
	Trick Race H-13				-	
			Bronze	-	1:12	_
			Silver	-	1:05	_
			Gold	-	0:58	_
			Ultimate	-	0:48	_
o-----o-o-----o						
	Trick Race H-14				-	
			Bronze	-	1:00	_
			Silver	-	0:54	_
			Gold	-	0:48	_
			Ultimate	-	0:38	_
o-----o-o-----o						

=====

INTENSE RACES[0804]

=====

Once you complete 5 or more Hard races, you will find Johnny Storm on top of the Baxter Building. Beat him to unlock Insane races.

o-----o-o-----o						
	Trick Race I-1				-	
			Bronze	-	0:42	_
			Silver	-	0:39	_
			Gold	-	0:35	_
			Ultimate	-	0:30	_
o-----o-o-----o						
	Trick Race I-2				-	
			Bronze	-	1:15	_
			Silver	-	1:08	_
			Gold	-	1:02	_
			Ultimate	-	0:55	_
o-----o-o-----o						
	Trick Race I-3				-	
			Bronze	-	1:44	_
			Silver	-	1:36	_
			Gold	-	1:28	_
			Ultimate	-	1:19	_
o-----o-o-----o						
	Trick Race I-4				-	
			Bronze	-	1:24	_
			Silver	-	1:18	_
			Gold	-	1:12	_
			Ultimate	-	1:03	_
o-----o-o-----o						
	Trick Race I-5				-	
			Bronze	-	1:15	_
			Silver	-	1:12	_
			Gold	-	1:08	_

		Ultimate	-	1:04	_
-----o-o-----o					
Trick Race I-6					
		Bronze	-	2:10	_
		Silver	-	2:04	_
		Gold	-	1:56	_
		Ultimate	-	1:46	_
-----o-o-----o					
Trick Race I-7					
		Bronze	-	1:54	_
		Silver	-	1:48	_
		Gold	-	1:42	_
		Ultimate	-	1:34	_
-----o-o-----o					
Trick Race I-8					
		Bronze	-	1:16	_
		Silver	-	1:12	_
		Gold	-	1:06	_
		Ultimate	-	0:56	_
-----o-o-----o					
Trick Race I-9					
		Bronze	-	0:46	_
		Silver	-	0:40	_
		Gold	-	0:36	_
		Ultimate	-	0:30	_
-----o-o-----o					
Trick Race I-10					
		Bronze	-	1:18	_
		Silver	-	1:12	_
		Gold	-	1:06	_
		Ultimate	-	0:54	_
-----o-o-----o					
Trick Race I-11					
		Bronze	-	1:20	_
		Silver	-	1:14	_
		Gold	-	1:08	_
		Ultimate	-	0:58	_
-----o-o-----o					
Trick Race I-12					
		Bronze	-	0:55	_
		Silver	-	0:50	_
		Gold	-	0:46	_
		Ultimate	-	0:38	_
-----o-o-----o					
Trick Race I-13					
		Bronze	-	1:38	_
		Silver	-	1:32	_
		Gold	-	1:26	_
		Ultimate	-	1:19	_
-----o-o-----o					
Trick Race I-14					

		Bronze	-	1:24	_
		Silver	-	1:16	_
		Gold	-	1:10	_
		Ultimate	-	1:04	_
o-----o-o-----o					
Trick Race I-15					
		Bronze	-	1:36	_
		Silver	-	1:24	_
		Gold	-	1:14	_
		Ultimate	-	1:04	_
o-----o-o-----o					

[9] COMBAT TOURS

[0900]

What would New York be without gangs and thugs? There are dozens of gangs running amok and it's your job to clean up their mess. Also recognized as purple blips on the map, step on the icon to start up the Combat Tour.

When one starts, you must rush to the green blip on the map and beat down the gang members and immobilize them with your webs. Once they're done, another blip will appear. Keep taking out each group of thugs in each blip to complete the tour. There are a total of 36 Combat Tours in the game. Of course, there are also difficulty levels for these tours.

Easy Combat Tours - Complete 8 Combat Tours to unlock 2nd health bonus and Medium Combat Tours

Medium Combat Tours - Complete 12 Combat Tours to unlock 3rd health bonus and Hard Combat Tours

Hard Combat Tours - Complete all Hard Combat Tours and finish the main story to unlock Insane Combat Tours

Insane Combat Tours - Never disappear off the map; you can play them as many times as you want!

```

o-----o
| YANCY STREET GANG |
o-----o

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The Yancy Street Gang are your normal thugs and the easiest of the bunch. They rely mostly on their two hands as well as knives and such. They are very easy to take down, because they rarely use guns. Beware, for their leader is known to carry around a flamethrower in battle.

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o-----o
| THE HIGH ROLLERS |
o-----o

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The High Rollers are the exact opposite of the Yancy Street Gang; these guys pretty much only use some sort of firepower in battle. Watch out for them and

don't get cornered with gunned thugs around you. Some gang members also have tazers that stun Spider-Man for several seconds if shocked.

o-----o
| THE DIE-CASTE |
o-----o

The Die-Caste gang is all about technology. This gang has the most high-tech gadgetry and uses it as an offense. Most of the stuff is just for show, like fancy goggles and large backpacks. The bosses do weild powerful weapons, such as assault rifles and energy shotguns, which pack a punch. Take out the thugs with the larger weapons first, because they're the ones to most likely deal more damage.

o-----o
| MEI HUA BANG |
o-----o

The Mei Hua Bang gang is the toughest gang out there, but it may not seem so at first sight. They are all female, and weild blades, such as swords and katanas. Their martial arts skills enable them to block many of your attacks, and you will have a very hard time web yanking enemies (twirl the control stick while the enemies is covered in web). The leaders are very hard to take down, so you should rely on jump and bounce attacks to take them out.

[10] UNLOCKABLES [1000]

Most of the unlockables are just new costumes, but hey, they're neat!

o-----o
| SWITCH HERO OPTION |
o-----o

- Complete all Story Missions

o-----o
| VENOM RACES |
o-----o

- Complete all Story Missions

o-----o
| ARACHNOMAN |
o-----o

- Complete 90 City Events
 - Collect 90 Tokens
 - Complete 48 Combat Tours

o-----o
| PARKER HOODIE |
o-----o

- Complete 75 City Events
- Collect 75 Tokens
- Complete 32 Combat Tours

o-----o
| PETER PARKER |
o-----o

- Complete 50 City Events
- Collect 50 Tokens
- Win 4th Race Against Johnny Storm

o-----o
| SPIDEY WRESTLING |
o-----o

- Complete 30 City Events
- Collect 30 Tokens

o-----o
| SYMBIOTE SPIDER-MAN |
o-----o

- Complete 100 City Events
- Get All Tokens
- Finish All Combat Tours

[11] THANKS/CREDITS

[1100]

Of course, this guide couldn't have been made without some extra help. Here is a shoutout to everyone who made this FAQ possible:

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You: For reading this FAQ.

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If you have any questions, comments, or anything that you would like to add to this guide, then feel free to email me. My email address is found at the top of this guide. However, if you do email me, please include the name of the game in the title. Lastly, thanks for reading and using this FAQ. If you like this FAQ, then please recommend it to others by clicking the "recommend" button at the top of the guide. :]

<http://www.gamefaqs.com/features/recognition/52173.html>

"And we like to party, and we kept it live, and we have (unclear), keep a handle on all this jive"

- TV on the Radio

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