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Cheat Code Central: www.cheatcc.com
www.psxcodez.com
Cheat Happens: www.cheathappens.com

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Version History:

0.1--10/31/01: Beat game for the first time, begin making notes.
0.4--11/10/01: 1st draft walkthrough complete to "Spidey In The Machine."
0.5--11/11/01: 1st draft walkthrough complete.
0.6--11/20/01: Final draft walkthrough begun.
0.8--11/21/01: Final draft complete to "Spidey In The Machine" (that sounds familiar!)
0.9--11/23/01: Final draft complete to "Spidey Vs. Lizard"
1.0--11/24/01: Final draft complete. Release version.
2.0--11/24/01: Fixed typos, added borders, added character & movie lists
2.1--11/25/01: Fixed a few more minor typos and mistakes
2.2--11/27/01: Fixed mistakes in "Rooftops By Night," "Smoke Screen" and "Spidey Vs. Lizard;" added differences between difficulty modes (I thought I'd done it already--d'oh!) and borders between sections 5 and 6 and 6 and 7
Final--12/03/01: Fixed the last few mistakes; added notes on where to find FAQ. Unless some major new information comes up, this will be the last update
Last--12/10/01: D'oh! Spoke too soon; two last inconsistencies to fix. Also added an "unlock everything" method to clear up some of the questions I've been asked and finally eliminated the rest of the typos. This FAQ will no longer be updated
Last--12/17/01: Technically not really an update, so it's okay--added the cool ASCII logo sent to me by Beno Jange (thanks again!)
Final--2/25/02: AARGH! This is the FINAL update. New stuff includes an actual Frequently Asked Questions section (so I can stop answering e-mail about this game) and a correction on the Insulated Suit unlock method

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1: Comments

Welcome to the Ultimate Spider-Man 2 blah blah blah. This is (for all intents and purposes) a handholding walkthrough, detailing one particular path through the game. If you are looking for a general FAQ, try Romy N. Junio's FAQ; it's a decent FAQ and should answer any general questions. And no, I did NOT use his FAQ while writing mine--this walkthrough was written "on the fly" while I played the game over two very, very long and uncomfortable nights, which left me putting my writing hand in an ice pack and with thirty-odd pages of illegible notes in a spiral-bound notebook. (I wish I could afford a laptop.)

This FAQ is almost entirely based on my own gameplay experience, with the important exceptions of 9 comics I could not find, for which I am indebted to Lapin Kulta's reliable Comic Book Guide FAQ, and the method for getting the Insulated Suit, for which I am indebted to whitespy 12's post on the matter (from the GameFAQs message board). The other important exception is the list of cheat codes; the codes come straight from Gamewinners.com (this list was compiled and copyrighted by Al Amaloo). Everything else is based entirely on my own work--I spent nearly a month tracking down, testing, and verifying everything in that hastily scribbled first draft. All of the reader contributions have been noted (with credit) in the FAQ.

This is truly a closed FAQ now. I intend to do no more updates, and, with the addition of the "Frequently Asked Questions" section, it is now truly a complete work. If you e-mail me with a question, you will only be referred back to this document (or not get any reply at all).

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2: How To Play; Or, Haven't You Read The Stupid Manual Yet?

Welcome to the section that appeals to renters, pirates, and those with infant siblings that just can't stay away from that yummy glossy paper, the "How To Play" section. (I remember when I used to rent a lot of games from Blockbuster several years ago--the only instructions you got tended to be on the back of the case, and, if a booklet was included, it was probably missing pages. Usually someone had already stolen it, or thrown it away.) This is where I explain what all the buttons 'n' things on your nice old controller do. Are you ready? No? Too bad.

Basic Controls (given for default setting):

Analog mode switch (analog or Dual Shock controllers only)--turn analog sticks on/off

Select--Toggles Stealth mode on/off (when power is available)

Start--starts game, pauses game, causes morons to need a FAQ entry to explain its functions

D-pad--moves Spider-Man, selects menu options, makes a nice pattern on the left side of your controller

Left analog stick (L3--analog or Dual Shock controllers only)--same as above

Right analog stick (R3--analog or Dual Shock controllers only)--gives opportunity to give right thumb stretching exercises in order to avoid Carpal Tunnel Syndrome

Triangle /\--trap webbing

Square []--punch; press three times for a combo

Circle ()--kick; press three times for a combo

X--jump; in Kid Mode, press twice to web swing

L1--activate target reticle; to move the reticle, use the D-pad or L3 stick while holding L1; tap quickly to reorient camera

L2--special targeting; targets objects on the fly during gameplay

R1--Zip-line

R2--web-swinging (Easy, Normal, and Hard game modes; Normal Training, Challenge, and Instant Action modes)

I am not going to give the game's other settings; open the options menu and look for yourself, and choose the control style that feels most comfortable to you.

Spidey's Special Moves:

This is where the superhero stuff comes in. Spidey has a variety of useful moves, some of them brand new. Master these in the Training modes and you'll be ready to whomp Electro's sorry butt all over the streets of New York.

Homing Punch (official name: "Jumping Punch")--press X, then [] when

near an enemy to home in on them and give them a powerful headache; can be followed with a combo

Homing Kick (official name: "Jumping Kick")--press X to jump, then () to home in on a nearby enemy

Grab--press [] + /\ or [] + () to grab an enemy

Grab and punch--while grabbing an enemy, press [] repeatedly

Grab and kick--while grabbing an enemy, press ()

Web gloves (new official name: "Web Spikes")--left + /\; lasts for two full combos

Web Shield (new official name: "Web Dome")--right + /\; to break it early, press X, [], or (); protects Spidey from harm for a limited time

Impact Web--up + /\; can also be done while jumping (very useful) or while web-swinging (but not in Kid Mode)

Web Yank--down, down-left, or down-right + /\ to yank in various directions; works on objects as well as people

Web Throw (official name: Overhead Web Yank)--[], then /\; of all web-yanks, the most fun to watch, and sometimes the most useful

Breaking a web-swing--press X to break a web-swing (/\ in Kid Mode)

Trap webbing--press and hold /\ to immobilize and defeat an enemy with trap webbing; doesn't work on bosses

Zip-line--press R1 to shoot web and zip from wall-to-wall or to the ceiling

Spidey's Power Ups:

All power-up symbols are spider-shaped and are differentiated by their colors (um, yeah, something like that). They are:

Health--white with a red cross; gives varying amounts of health

Web cartridges--a darkish blue; each one gives Spidey 1 cartridge, to a maximum of ten (exception: The "power" Only Have 2 Web Cartridges, found with the Quick Change Spidey, Peter Parker, and Amazing Bag Man costumes--self-explanatory, I think); if Spidey is carrying 10 cartridges but has used some fluid, it will recharge his webbing to full

Spidey-Armor--golden; found only in a couple of levels, this adds another bar of health; the armor disappears when this bar runs out--will NOT recharge Spider-Man's main health bar

Freon webbing--light blue, with a whitish center; found only in Hangar 18 and Heart Of Darkness (so far as I remember), this allows you to freeze your enemies via trap webbing

Taser webbing--light green; found in most of the later levels of the game, this allows you to more easily destroy the various Drone enemies and the Animatronic Samurai

Serum--purple; found only in Spidey Vs. Lizard, and used to defeat the Lizard; each cartridge give you three shots

Comic--okay, it's not a power-up, but when you see a rotating polybagged copy of Amazing Fantasy 15, that means there's a comic to grab

Options:

Here you can change control configurations, adjust the music and SFX volume, or center the screen (if necessary).

Differences between difficulty modes: Apart from the differences noted below in the walkthrough, here are the general differences between each mode:

Kid Mode: Spidey takes very little damage and uses very little web fluid--so little that it often isn't apparent how much he has used. Enemies (including bosses) take more damage. Web-swinging is accomplished by pushing X while jumping. You start with 9 web cartridges.

Easy: Spidey takes some damage, but not much. Web-fluid use is more noticeable, but still isn't much of a drain. Enemies (including bosses) take more damage from Spidey. You start with 9 web cartridges.

Normal: Normal damage and web-fluid drain (duh). You start with 7 web cartridges.

Hard: Spidey takes more damage (twice as much as he takes on Easy) and the enemies (especially bosses) take less damage. Web-fluid use seems to be about twice that of Normal. You start with only 2 web cartridges, so make them count.

There! Now that you can do "whatever a spider can," it's time to put this knowledge to work.

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3: Frequently Asked Questions

A repository for all the questions I get asked repeatedly about this game (and that I am tired of answering). I've been making a list since the end of November, and this is the "greatest hits" version, containing all the most frequently asked questions. How's that for following protocol?

Incidentally, I'm no longer practicing as a Free Spider-Man 2 Tips Service, so read the FAQ carefully. It should answer any questions you have. If it doesn't, there are message boards for that sort of thing.

Q: I can't get the Negative Zone costume! How do I get it?

A: First of all, the difficulty needs to be set to NORMAL. Not Kid Mode, not Hard, not Easy. Second of all, you must collect all FOUR keys (in any order) and insert them into the bomb (in any order; none of this "Red-Green-Blue-Yellow" nonsense I've seen on the message boards) before the ORIGINAL timer runs out. If the time extensions granted by the keys allows you to insert all four, yet you didn't have enough time left for all four before you started inserting keys, you won't get diddly-squat. You'll know if you succeeded, because the game

will give you a message after you've completed the level.

Q: I got to the third room in Wind Tunnel/Crash Flight and I can't find the door! Where is it?

A: There are FOUR rooms in Wind Tunnel/Crash Flight, counting the area in which you start! (How hard can counting to four be?) If you get to an area with a black wall in the rear where a door would normally be, you're in the fourth room and can stop the plane.

Q: I got to the end but I can't stop the plane!

A: Stay away from the edges of the wings, or the propellers for that matter, and use L2 targeting to target either the left or right propeller, then use your trap webbing on it. Alternately, wait for a red targeting triangle to appear above one of the engines, then shoot trap webbing at it. When the plane starts to circle towards you, you may need to move away to avoid being run over. Repeat until the plane stops.

Q: How do I defeat the Sandman on Catch That Train?

A: You can't defeat him on this level. If you take his energy bar down to zero, he'll run away and it will regenerate. When it returns to full, he'll return to chase you around some more and get more sand in Spidey's tights. The only reason to fight him is to gain some time in which to destroy the sand barriers he puts in your path. (Well, that and it's kinda fun.)

Q: I can't get the Insulated Suit!

A: First of all, you can only do this on Hard. If you're playing on another difficulty, don't bother trying. Next, make sure to use ONLY serum shots on the Lizard, and to let him recover from each shot before you shoot him again. He won't lose any energy from his health meter during this process! You've got to keep track of how many times you've fired yourself. Do NOT let him take any damage from anything whatsoever! Finally, some (but not all) copies have a bug which keep you from doing this on your first try (and possibly on successive tries if you're unlucky). You must fire at him at least 15 times, then let him chase you for a couple of minutes to see what happens. He won't lose health, so the only way to know whether it's worked or not is to see if he falls down after fifteen shots. If he doesn't fall, you've got a bugged copy. Pause and restart the level. If you hit him enough times to down him on the first try, you'll be able to bag him on the second, thus earning the Insulated Suit.

Q: I played through the game twice on Normal/Hard but I didn't get any of those costumes! What gives?

My Q: Did you select New Game?

A: Yeah...

My A: There's your problem. There's a reason that the Continue option invites you to "Play Again!", and that's because you need to select continue on your second consecutive game on either difficulty to earn all those nice suits. Otherwise, you won't get squat. If you played the original, you should know this.

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4: Training Levels

Welcome to the Danger Room (and the developer's plug for another Activision game, X-Men: Mutant Academy 2, a sequel that is actually better than the original). There are seven Training levels for Spidey to clear, each focusing on one of his particular skills, and I

recommend that newbies and those with rusty Spidey-skills give them a quick run-through before you begin the game proper. If you're trying to earn everything honestly, you don't have much of a choice, either--you can't earn the Prodigy costume if you don't clear all of the Training levels.

You have a choice between Kid Mode and Normal. Kid Mode is great for newbies and young kids; Normal is great for those who want to get right into the normal game. Playing through the Kid Mode versions will only unlock Kid Mode Training levels and Challenge Sessions; playing through on Normal will unlock both the Kid Mode and Normal Training and Challenge Sessions.

Listen to Professor X; he gives you your instructions for most of the areas (this is occasionally taken over, or added to, by Rogue).

Web Swinging: This is straightforward enough. You have to cross the green spots and turn them blue; touching red will result in failure. The first half of the level should be easy to get through; on the second half, you have two large red fields to cross. You don't have to cancel your swings to make it all the way across these fields; jump, then swing at the apex of the jump. As soon as the swing ends, tap R2 again to initiate a new swing, and repeat when that swing ends. Three of these will do for the first field, and four or five (depending on the length and timing of your swings) for the second.

Kid Mode: You only have to do the first (easy) half of the level.

Challenge? What challenge? And note that you cannot skip the Full Motion Audio (FMA) scene by hitting X; you cannot skip any of the in-game FMAs in Kid Mode (although you can still skip the FMV clips).

Challenge Session: You are timed.

Web Yank: The easiest of them all. Do a normal web-yank, followed by a yank to the left and a yank to the right, then an overhead yank, and finally use any yank you like on the blue box (target it with L2 to make it go faster).

Kid Mode: Same as Normal.

Challenge Session: Again, you are timed.

L1 Targeting: All you have to do is target the green areas to move up the level. The only catch is that they must be on a different wall from your own; no longer can you use L1 Targeting to move up a single wall (why not?).

Kid Mode: Pretty much the same. There isn't as much difference as I had originally remembered there being.

Challenge Session: You are timed.

L2 Targeting: Now for some target practice. Aim with L2 Targeting (press L2 repeatedly to move the target) and fire with impact webbing (up + /\). If you take too long hitting the targets, or hit a red target, you fail. Not too hard.

Kid Mode: Same as normal.

Challenge Session: You are scored based on how many green targets you can hit before the timer runs out or before you clear the course. Red targets take away points. Any extra time left after you complete the course will be added to your score.

Zip Line: Okay, this is a little hard. Actually, it sucks, to be blunt. You have to stay on the green squares, period--no web-swinging, and no crawling around. Release from the ceiling by pressing X, then use R1 to zip-line up to the next green square. My method is to watch

the screen carefully to see when Spidey's head is overlapped by the corner of the next green square, then immediately hitting R1 to return to the ceiling--it's not perfect, but it's very reliable. There are three tiers to cross--each pretty much the same length.

Kid Mode: This is just silly. All of the challenge has been taken out of the level. How? Well, there's a big friendly green path for you to follow on the floor of each tier, meaning that you don't have to zip-line at all to pass--you can just run through most of the level.

Challenge Session: Back to being timed again.

Stealth: In the first half, stick to the ceiling as much as possible, and use overhangs and nooks to your advantage, and only move when a thug's back is turned, or you'll get spotted. You can get past the thug on the raised floor by carefully targeting the side of the raise, zipping to it, and crawling around it while hoping for good luck (if you're careful, you can also get through here on the ceiling). When you must cross the large pit with the red floor and ceiling, use L1 Targeting to find a safe spot on the other side and zip-line across when the thug turns his back on your destination. After that, when the path splits, pick the path that the thug is not facing or running through. The path then splits again, and this thug will always be facing you (in other words, he'll run around in the opposite direction from wherever the first thug was). Get around him as carefully as possible as soon as he turns his back and book for the end of the level.

Kid Mode: The thugs seem to be a little less observant, but otherwise this is the same.

Challenge Session: Another timed level.

Attack: Survive for two minutes against a regenerating supply of Henchmen with only one web-cartridge and no power-ups. Stick to the homing kick and use the raised sections in the middle of the room to your advantage--your mobility is your friend. Don't let yourself get surrounded out in the open--make them come to you. Once you get used to that, this really isn't that hard.

Kid Mode: Spidey takes so little damage, and uses so little webbing, that the real challenge would be to get KILLED within two minutes. If you fail here, why are you playing this game?

Challenge Session: Beat as many thugs as possible before dying.

COSTUME ALERT: Beat at least 75 thugs in either Kid or Normal modes to unlock the Prodigy costume. Note that the game will let you know with a message whenever you manage to unlock a costume; this is true in the regular game as well. If you don't get a message, you didn't unlock the costume. You don't have to complete the challenge; you can quit as soon as you've defeated enough thugs and the costume will still be unlocked.

Instant Action: Travel around a huge virtual city testing your newfound skills against Henchmen. There are power-ups available, but there doesn't seem to be any goal to reach; the thugs keep on regenerating. It's over when you die, or when you get bored and quit, I guess.

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5: Walkthrough

Some things to note before we begin:

1) When there's something extra to find or unlock in a level, like a costume, comic, or alternate Bugle Headline, it's announced in capital

letters (like this: COMIC ALERT). Comic locations are given in the exact point where they would be found in the walkthrough, and are followed by a notation as to what difficulty level they appear on; the others will be given at the beginning or end of that level's walkthrough. I haven't given all the headlines, the movies, characters, or Parker's Portfolio pictures, because these are automatically added to your Gallery as you play the game, without any effort on your behalf. These are only noted in the Appendix.

2) Major differences between all the modes (Kid, the main game modes, and/or What If Mode) are usually noted at the end of each level walkthrough.

3) I've done my best to note changes between the original version of Spider-Man 2 (the pre-Sept. 11th version) and the version most widely available (the post-Sept. 11th version). There may be some minor details missing, but the only major change in any of the levels is in the final level (the Twin Towers are now a pair of buildings joined by a bridge). Everything else WILL work for you. For the record, the version I used to write this FAQ is version 2.

4) The Bugle Headline titles in this FAQ are taken from the Gallery viewer, NOT the actual papers, where the wording usually differs from the Gallery title. You may or may not find that the titles have changed from ver. 1 (I've heard all sorts of stories about this). If so, don't worry; you WILL still be able to get the proper headlines by following directions.

5) Finally, the paths and methods given for completing each level are not necessarily the best way to go, and they definitely are not the only way to go. They are MY way of doing things. If you have a different method that works for you, great, do it your way, but do not send in your suggestions. This is pretty much a closed FAQ.

A) Enter The Web-head

This is an easy level that is basically designed to give your webslinging skills a quick in-game workout. Basically, you swing across rooftops, beat up thugs, and have your intelligence insulted by the Beast (whose voice is just inappropriate; it's better in the Mutant Academy games); his hints are activated by the blue question marks (and you can skip these hint scenes by pressing X in all modes but Kid Mode). The only enemies you'll face are wimpy, stupid Henchmen.

Follow the Spidey-Compass while crossing the first couple of rooftops (keep an eye out for 4 Freedoms Plaza; it'll be on your left). After you've swung across several buildings, there'll be a crane on your right; swing to it and climb up. There's a building under construction, to the right; swing to that.

COMIC ALERT (Easy difficulty): Climb to the top of this building and look around. Swing to the nearby crane--the one hoisting the girder--and climb up to the cab (it's fun being able to defy gravity, eh kids?). Comic number 22, Spectacular Spider-Man #197, will be sitting right in the middle of the roof.

Now, from the unfinished building (and disregarding the above unless you're on Easy mode), swing to the nearby rooftop with the crates. If you can't make this swing, consider getting up onto the suspended girder, then trying to swing to this rooftop.

COMIC ALERT (all difficulties): Web yank the three crates sitting together on the left to get comic number 3, Ultimate Spider-Man #1 (white cover). Easy as pie!

All righty then. From here, you can swing back to the crane holding the girder, then to the next building; or, you can head to the nearby white building, then swing to that next building, whatever your pleasure is (and when you get there, check out the Vicarious Visions billboard for a cutesy comment from Our Hero). Beat up the Henchmen on the lower roof to make the final question mark appear; either let Beast insult you one final time (what's this "The guarding of the metropolis SEEMS to be in capable hands" stuff? Geez, even established superheroes can't get no respect in this world) or just head right to the end of the level. You can now either quit to the Training modes (which I recommend if you haven't done them already, if only to get the Prodigy costume) or continue onwards.

B) Burglary Interrupted

After the movie ends, you'll be dropped squarely into an ambush from two Henchmen. Take them out quickly, and don't let them shoot too many times; definitely don't get so far away that they start throwing grenades. Grenades can be avoided, but it's easier to keep them from being thrown in the first place.

Head left up the street; when you round the corner, you'll see 2 more goons standing by a parked car. Beat them quickly and--wonderful. Seems they've been planting car bombs for fun. Use a little trap webbing to seal up the side window on each side of the car and the fire will be extinguished. Maybe "barbarian insurance" would be a good thing to have in New York.

Head into the nearby alleyway (it's just ahead of you, on the right side of the street) and head through to a T-intersection; go left. You'll emerge into a courtyard, and, of course, another ambush. Don't these guys have anything better to do? Take out the four thugs as fast as you can, and grab the power-ups if you need them.

COMIC ALERT (Kid Mode): Once the Henchmen have gone to that great gangbang in the sky, look for a trashcan sitting kitty-corner to the brick apartment house across from the office building. Pick it up to discover comic number 18, Web Of Spider-Man #100 (the origin of the Spidey-Armor; it wasn't a very good issue, that's for sure).

Weirdness note: If you climb up onto the rooftops surrounding the courtyard, you can find a basketball. Drop or throw it down into the courtyard, and Spidey can play some hoops, if you can get him to actually aim the ball at the basket when you pick it up. We got next!

Orient yourself so that the basket is directly behind you. Head north; you should see a railing in the distance. Beyond it is the river (the East River?)--it's not a good idea to try to cross the railing, because he will drown in the skuzzy old East River.

Turn right and head for the trendy coffee shop, which, surprise surprise, explodes. Take out the last two henchmen, then use L2 Targeting to target the cap on the nearby hydrant; web-yank it off to put out the fire (more weirdness: If Spidey is standing in the hydrant's path, the force of the water will shove him all the way

across the street).

Now head left towards the building you saw in the FMA.

COMIC ALERT (Normal): Climb up the building to the left of that last building. Comic number 4, Amazing Spider-Man Vol. 2 #13, will be sitting right out in the open.

C) Rooftops By Night

WHAT IF MODE: Something's finally changed in the game! What could it be? Why, it's a giant floating banana. (Eh?) If you can make the tricky jump onto the banana, it will carry you to the second half of the level with the machine guns.

Swing across to the rooftop with the Hired Goon and the machine gun, and take them both out. Now swing north (this level is pretty much a straight shot) to the suspension bridge (anyone wanna buy the Brooklyn Bridge for a hunderd-fifty big ones?) and cross it, either by swinging or by running across the cables, which is harder and therefore a little more fun. On Kid Mode and Easy, you'll find a checkpoint here on the other side.

Swing across the next group of buildings (being mindful of more Hired Goons) until Spidey decides to take out the machine guns. On the main difficulties, your Spidey-Compass will temporarily disappear now; on Kid Mode, it remains, and you only have to take out the first two machine guns.

Machine gun #1: Swing to the old-fashioned apartment house on the right.

Machine gun #2: From there, swing to the building just ahead (the one with the water tower and fire escapes).

Machine gun #3: Now, look to your left. It should be right in front of you, across a small gap.

Make sure to grab some health if Spidey takes too many bullets, especially on Hard where he's a bit less resilient.

COMIC ALERT (Hard): Once you've taken out all the machine guns in this area, return to the nearest end of the suspension bridge to find comic number 9, Amazing Spider-Man Vol. 2, #29.

Now, follow your Spidey-Compass forward to the warehouse. (It's the long, low building with the curved roof, in case you got confused for some reason.)

D) Warehouse 66

COMIC ALERT (Easy): Right when you start the level, turn to your left and pick up the large metal barrel. You'll find comic number 15, Peter Parker: Spider-Man #85, was hiding underneath it.

There's no special trick to this level. Take out all the Henchmen to win. They're all over the floor and running around on top of the crates, so you've got a lot to keep you busy for a couple of minutes; still, this isn't that hard, even ON Hard, as long as you stay on your toes and grab the available health (mostly on top of the crates) when

necessary.

WHAT IF MODE: The crates are now gift-wrapped and the barrels have turned into giant cans of Spider-Man Web Soup. Mmm, mmm good.

E) Spidey Vs. Shocker

COMIC ALERT (Hard): In the flames just behind Shocker at the start of the fight, you'll find comic number 13, Amazing Spider-Man #46. Be careful; the flames will hurt you, the Shocker will attack you constantly, and the comic is quite hard to see in the flames. Get in, grab it, and jump out.

The Shocker has three attacks--he fires at you with his vibro-shock crap, gloats, and sends hard-to-avoid waves along the ground at you. Oh, yes, and did I mention that he gloats? And let's not forget the fire racing towards the hazardous barrels--on Hard, it tends to move fairly quickly. If those blow up, game over, man, game over.

There are two ways to beat him. One is to use L2 Targeting to target one of the huge suspended crates lying around the warehouse and to pull them down (via web-yank) onto him when he's close to one and in the middle of gloating. Even on Hard, two of these will nearly kill him (and, with an enhanced-strength Spider-suit, one can often take him out if it's a direct hit).

The other way, which you might have to master if you run out of crates or keep getting knocked down, is to pick up stray barrels and throw them at him. This is much harder, because the camera stays focused on him and the barrels are usually behind you, but it works nearly as quickly. Either way, he's not much of a boss once you master his timing.

BUGLE HEADLINE ALERT: Unlock the "Warehouse Theft A Bust" headline by letting Shocker kill Spidey or by letting the fire reach the barrels.

F) Smoke Screen

Swing across the rooftops, ignoring the Mercenaries that happen to be hanging around, moving in a straight line until the FMA starts. Once it ends, you'll have 2 minutes 29 seconds to find the keys to disarm the bomb. Each of the four keys lengthens the time limit (by over a minute on Easy, perhaps 50 seconds on Normal, and by about 40 seconds on Hard). When each key is inserted, you're done. Run out of time, and you'll have to find them all over again.

On Easy and Normal (unless you're going for the costume--more on that in a minute), it's easiest to just look for at least two keys at a time, and sometimes three, then, once you've got them, you should take them back to the bomb and insert them to lengthen the time limit. It's not that it's that hard to get them all at once; it's not, once you know where to look. It's just easier to have a larger margin of error with which to work. On Hard, you should try to get at least three, and preferably all four, in one go, because they add so little to the time limit--if for some reason you can't find more than one, you may not have enough time to find them and will end up restarting. The timer speed stays the same, however, and it's fairly lenient, so you shouldn't freak out too much.

The key locations are semi-random, but they always fall within the same

areas. The directions given assume that the bomb is north, with south facing towards the Activision billboard.

The RED key is either on the rooftops to the east or south of the bomb, or in the street just north of the bomb, or in the alleyways to the immediate south of the bomb.

The BLUE key is either on one of the rooftops surrounding the Activision billboard (or on that rooftop itself), or in the courtyard south of that building; it can also (rarely) be found in the street just north of the Activision building (the one separating this area from the Red key area).

The YELLOW and GREEN keys are usually on the rooftops or alleys of the neighborhood south of the Blue key neighborhood, often very close to each other; occasionally one will be in the street separating the two neighborhoods, by the parked police car. Most often they are in the rear of the neighborhood, at the very southern boundary of the level-- just where you started.

Do a circuit of these areas, from north to south, keeping your speed up by jumping or web swinging (travel is very fast on the rooftops, both going from and returning to the bomb). Use the little red targeting triangles that appear when Spidey is endangered to locate the telltale groups of two or three Mercenaries that guard each key. Keep an eye on the timer; if you're in the Blue key neighborhood, return to the bomb at 25 seconds (make sure to NOT climb any buildings on the way, which wastes a lot of time); if you're in the Yellow/Green neighborhood, return to the bomb when you get down to 40 seconds.

And what of Kid Mode? Well, in Kid Mode, there's no timer at all, robbing the level of any challenge whatsoever.

WHAT IF MODE: Some of the newspapers lying on the ground have now become banana peels, and you can lead your enemies onto them, forcing them to fall down. Whee (he said sarcastically).

COSTUME ALERT (Normal): Get all four keys (in any order) all in one go and return to the bomb and insert them all in one go. You must have had time left on the original timer for this to work; if you would not have had enough time to insert all four keys, say, but do because of the time extensions granted by each key, you will not earn the costume (just reload your game if this happens and try again). If you succeed, you will earn the Negative Zone costume.

G) Hangar 18

Ah, this is much easier than Smoke Screen. Your goal is to take out all six of the machine guns scattered around the level (one on each side of the level, two in the middle, and one on each side of the hangar). The Mercenaries running around will do their level best to shoot you down; therefore, it's not a bad idea to take Spidey's advice and zip-line up to a lamppost (assuming you haven't been seen) and take out thugs and guns at a distance. Keep in mind that the thugs can see you moving between posts, so be careful. You can also find Freon webbing for the first time--it's located behind a storage bin to your right at the very beginning of the level, and there's another one on the other side of the area. (Hey, Spidey, you do realize that freon is a chlorofluorocarbon, don't you? Um, even if he doesn't realize how dangerous it is, the newer coolant is much cheaper--a must for a

superhero on a budget. I guess that, like me, Vicarious Visions couldn't remember what it was called!) If you have Stealth or Invulnerability, just run around and take everything out, glorying in your power and cheapness and their stupidity.

COMIC ALERT (Kid Mode): Once you've taken out the machine gun on the left side of the hangar, and before you've taken out all of the machine guns, go and pick up the crate in the corner in the rear on that side of the hangar to locate comic number 17, Peter Parker: Spider-Man #92. (The machine gun thing isn't really a requirement; it's just to keep anyone from shooting at you.)

H) Wind Tunnel (ver. 1 title: Crash Flight)

Okay, we're back to suckiness. This may well be the hardest level in the game (its only competition being getting the Insulated Suit and fighting the final boss on Hard). What do you have to do, you ask? Well. You have to run through a huge airplane hangar, just ahead of a runaway airplane, taking out barrels and opening doors--and when you've finished with that fun bit of business, you have to stop the plane with your webbing. Shouldn't these kinds of things be saved for Superman?

The plane can't take too many hits (six hits on Kid Mode or Easy, five on Normal, three on Hard), so your first objective is to take out as many obstacles as possible without being knocked down by the plane--if the plane hits you on Hard, you might as well restart. What's the secret to this? Jumping. One of Spidey's new abilities allows him to use impact webbing while jumping, and unless you've got a defective controller, this is more reliable than standing and firing. The impact webs will even take care of the switches. All you need to do is to face the obstacle you're trying to take out while jumping (it doesn't have to be exact) and fire constantly. Most of the webbing will fly off and hit nothing, but you will hit your targets. Besides, there's plenty of webbing to go around. Once you've gotten the plane to the fourth area, turn and face the plane and L2 Target the left engine when it gets close. Use the trap webbing on it until the engine stops; the plane will begin to turn in a circle and come towards you. Jump out of the way, target the right engine when possible, and stop that engine to finish the level. Here's a threat breakdown for each area:

Area One--obviously, the three barrels right in front of the plane are the most immediate threat. It's possible to take them all out, even on Hard, but you have to be quick. If you can't get the barrel out in front, leave it and try to get all the other ones.

Area Two--Two barrels at the far end and the switch for the door.

Area Three--Land as soon as you get through the door and L2 Target the barrel hanging on a chain. You can pull it off with a web yank. If you miss, or the plane is close behind you, let it go and get the two barrels and switch at the far end. The plane will survive the impact if you've done a good job thus far.

Area Four--Two barrels right at the beginning of the area.

COMIC ALERT (Normal): Once you've gotten to the fourth area and have gotten rid of all the barrels, stop one of the engines on the plane and run all the way back to the first area. Look for some netting covering a pile of crates--it should be on your left. Run under the netting to find comic number 16, Peter Parker: Spider-Man #90. The plane may hit

the wall if you didn't totally stop the engine or if the plane has pulled too much to one side; it's all right as long as you've gotten the comic. However, the plane should be fine, and you should be able to return to Area Four to finish the job.

BUGLE HEADLINE ALERT: Die, or let the plane be destroyed, to get "Spider-Man Apprehended."

KID MODE: Guess what? The plane moves more slowly than a lethargic sloth in sub arctic temperatures, there's no barrel hanging on a chain to worry about, and when the plane gets to Area Four, it stops on its own. What, me worry?

WHAT IF MODE: The barrels all change into giant light bulbs. Really. And my question is, "Why?"

And a final note: If you're the type of gamer who likes to challenge yourself, try this: Get to the end of this level, on Hard, with both yourself and the plane completely undamaged, WITHOUT jumping or collecting web power-ups. It is possible; I've done it.

I) To Catch A Thief

Nothing like a good old-fashioned chase level to cool things down a bit and limber up the old shoulder muscles. To be perfectly honest, it's almost impossible to lose the "race" with the Spider-Tracer's signal; even on Hard, you have to stand around for a couple of minutes for it to fade completely. The only real threats are the Mercenaries, who are now armed with rocket launchers; needless to say, this makes for a very painful experience. If you have the Stealth power, this level is obscenely simple; if not, be careful.

Swing on over to the building just ahead (the one with the skylights and them cute widdle Mercenaries) before they start firing rockets at you; take them both out quickly.

COMIC ALERT (All difficulties): Swing to the next building straight ahead of you, but don't go to the roof. Follow the narrow ledge around (mind the Mercenary) to the rear of the building, and you'll find comic number 21, Amazing Spider-Man #185.

From there, head back to the right, to the building under construction, and take out more Mercenaries. When that's done, grab the Spidey-Armor and you're now set. Follow the Spider-Compass across the cranes, a couple more rooftops, and another set of cranes, and you'll eventually come to a building much like the Empire State Building. The building just ahead of it is the end of the level.

A Neat Trick With Stealth: If you have the stealth ability, push Select during a FMA sequence; as soon as the sequence ends, the Stealth will automatically activate. This trick works on any level.

J) In Darkest Night

COMIC ALERT (Easy): Comic number 20, Spectacular Spider-Man #157, is sitting right out on the walkway to Area 2. I suppose they had to just give us an easy one sometime.

Welcome to the train yards! Spidey will spend the next couple of levels here trying to catch a train (if not a cold) with only the

latest gun-toting generic thug, the Train Yard Guard, to keep him company.

This particular level is a real breather, since it's almost pathetically simple. Make your way along the walkways to Area Four (passing many guards along the way) and, once there, jump or swing over to the right side of the level; there are a few more guards here, so do be wary.

Throw the large red switch and nothing will happen. Why? Because you have to solve another dumb puzzle, of course. (Unless you're on Kid Mode; there, the level just ends when you throw the switch the first time. Man, this mode gives you too MANY breaks.)

There are two switches activating circuit breakers in all four areas, either on the left or the right (it's always the side opposite to the walkways leading between areas)--the game will show them to you in the FMA that follows when you hit that red switch. Hitting the right combination of switches will turn all four lights on the red switch green; if you hit that switch when the breakers are activated, the door will open and Spidey can leave. Hitting these switches before you've tried the red switch will do nothing (thanks, guys), requiring you to do at least some backtracking to get out.

This is neither the only solution nor the best, but if you haven't already figured one out, it'll do:

Return to Area One and hit the switch on the left. From there, go back to Area Three and hit both switches. Now, return to the large red switch, flip it, and leave.

K) Heart Of Darkness

Spidey may wonder about medical and dental; I wonder if these thugs have vision. Well, never mind.

Hop on one of the freight cars and jump or swing over the wall, then head right into the yard. Head straight for the door in the far wall; this holds the power room, and somebody was considerate enough to post a great big sign above it reading "Power Room." We all appreciate your hospitality, friends. Go inside and throw the switch (but don't throw it back, because it's over the size limit and may make somebody a nice brunch).

COMIC ALERT (Normal): From here on, in each of the other two control rooms, you must hit each switch regardless of what it does. Once you've done so, before leaving the level check the No. 3 area inside the roundhouse (behind a train) to find comic number 6, Peter Parker: Spider-Man Vol. 2, #22. You cannot enter this area if you haven't thrown all seven switches. Why? I don't know; I didn't program this game.

If you've been playing on another difficulty or already have the comic, follow these instructions. Head to the No. 1 door--grabbing the Freon webbing by the crane--and go into the now-open control room. Take out the two thugs and hit the No. 2 door switch.

Once back outside, turn right and go around the corner of the building; the No. 2 door is the first one to your right. Enter the roundhouse. Once the train has gone, head straight to No. 5, taking out the thugs

if they impair your progress (smoke 'em, yaknowwhatImean?), and go straight to the final control room once outside. It's in the middle of the area, at the far end of the raised platform (ignore the crane).

Take out two more goons, then hit your last switch, the No. 7 switch. Go back to the roundhouse and exit through the No. 7 door (it's the second one on your left).

L) Catch That Train

Is this another boss fight? Not really, no. You can beat up on the Sandman, certainly, but you won't get doodly for it. Your real goal is to Catch That Train, as the level title oh-so-subtly hints.

You have to break through at least three (and more likely four) sand barriers to have a clear path to the train, while having Sandman chase you like a rabid pit bull on the trail of a postal worker. Avoid his attacks; he can kill you in four hits on Hard. He'll come after you by turning his hands into bludgeoning weapons, and when your Spidey-Sense goes off, it means he's about to land on your head--get out of the way (you'll have almost no time to do so on Hard).

There are two ways to get to the train:

Attack Sandman until his health is gone, which forces him to retreat and recharge. While he's gone, pick up one of the forklifts, or the many barrels and crates lying around, and throw whatever you've picked up at the latest barrier. Forklifts take them out in one shot on any difficulty; barrels will also do that on Kid Mode, but on other difficulties they take progressively less, down to about one-fourth of the barrier's energy. Crates do the least amount of damage on all difficulties, and are suitable mostly for throwing at Sandy's big, ugly head; nevertheless, if you must use them on the barrier, they'll do the job.

If that seems too difficult, or consumes too much time, ignore Sandman entirely and just target the barrier.

Once you've gotten close enough to the train, either swing or jump onto it to end the level. If the train gets to cross the bridge, however, you'll have to start all over again. Finishing this level means you're now at the halfway point. Woo-hoo! Or something like that.

BUGLE HEADLINE ALERT: Die or fail to catch the train for "Spider-Man Unmasked."

WHAT IF MODE: The barrels are now all bananas, and the giant banana from Rooftops By Night is now the train's primary cargo. Stop it, I'm laughin'. Who's got the banana fetish, then? And why couldn't they come up with something more imaginative?

M) Gangland

There were a lot of hostage rescue levels (three, anyway) in the first game (the only really fun parts of which involved crawling around on the ceiling, taking out goons before they even had a chance to see you, which dull ol' Solid Snake could never do, wall-crawling not being among his talents). It was a bit tiring, of course, but rescuing hostages is one of those things a Spider-Man has to do every now and then.

Well, there's only one hostage level in Spider-Man 2, and this is it. It isn't too hard and doesn't take too long. You also have a new enemy to look forward to: the Gangsters, who are (drum roll please, maestro) gun-toting thugs. Well, at least they carry machine guns and not rifles or handguns.

Take out the pair of gangsters, then look for a grate in the ceiling via L1 Targeting. Once you've found it, use either impact webbing or a good web yank to destroy it and zip-line into the air duct. Head down the easy path, then, when you see the elevator (after the scene ends) use L2 targeting to shore up the cable from a distance. Once that's done, carefully jump over to the elevator car and hit the switch to free the first hostage.

COMIC ALERT (Hard): After the hostage is free, return to the first room. Comic number 27, Spectacular Spider-Man #220, will be hovering in the middle of the room, casually violating the laws of nature. Hey! It's a video game, what are you gonna do?

Once on the elevator car, use L1 Targeting to find the opening on the left wall and swing up there.

Head down the hall, taking out three more Gangsters, then take out another one in the room beyond to free two of the hostages.

COMIC ALERT (All difficulties): Once you've freed these hostages, pick up the photocopier to get comic number 7, Amazing Spider-Man #21.

Now go down the new hall and take out two more gangsters, then--fast as you can--get over to the bookcases and take out a third gangster before he shoots a hostage. You can easily take out the first two from the ceiling, but you can't get to this one fast enough on the ceiling; if you are up there, drop down to take care of him (maybe knock him down with a homing attack first). Impact webbing will also solve your problems nicely.

Go between the bookshelves and find another grate in the ceiling. Take it out the same way you got rid of the first one and follow the new air duct. Once on the next floor, take out yet another stupid gangster (they come in swarms, like locusts or wrongful-injury lawyers), then jump into the nearby cubicle and take out another gangster; this frees two more hostages.

Back out in the hallway, head past the other cubicles, meeting heavy gangster resistance along the way, until the area is clear. Take out both wooden doors with impact webbing and go up to the hostages inside to free them (some of them won't move until they view the reassuring visage of our friendly neighborhood Spider-Man). Once everyone is free, head towards the door at the end of the hall for your next boss encounter.

N) Spidey Vs. Hammerhead

Oh, boy. Hammerhead. Am I ever overjoyed to see him. (Yeah, right.) Oh, well, at least he hasn't been done to death in video games before. Actually, he hasn't been done in a game at all before. It's his chance to shine, baby! (And probably his ONLY chance to shine, if you know what I mean.) Although, we could have fought the Beetle instead, seeing as how he's in the game and all.

COMIC ALERT (Hard): Go down the hall that Hammerhead came out of and hop onto the bar. Pick up all three signs for comic number 19, Amazing Spider-Man #114. This tends to get a little tricky because Hammerhead will follow and attack you, and if he's nearby, Spidey will punch instead of pick up signs. Get Hammerhead to move away and immobilize him for a minute with trap webbing if need be. This is one of the hardest comics to get in the entire game, so don't be too surprised if it takes more than one try.

Hammerhead is basically invincible as long as he has his machine gun. Oh, sure, he'll take some damage if you attack him, but it'll take forever to get rid of him this way. You have to get the gun out of his hot little hands and let his eager little chin meet your big hard fists (to paraphrase Our Hero). While you attempt to do this, he'll shoot at you, punch at you, and try to ram you with his head (a la Rhino or Juggernaut) if you get too far away. (You can also try to lure him into ramming the wall, but this is not recommended.)

Use L2 Targeting to target his machine gun, then use a web yank and, as soon as the gun hits the floor, move out of the way so that he won't hit you when he charges (sometimes, however, he won't charge). Once he starts to head for the gun, run over to him and tag him with your fists; note how easy it is to cripple him this way. Lather, rinse, and repeat. Once the fight is half over, he'll lead you out onto the observation deck (sometimes this will stun him)--hey, a boss fight at the Empire State Building. That's kind of cool, isn't it? Just thought of that. Anyway, just keep on taking that gun away and he'll be floored in no time, especially on Kid Mode or Easy, where he doesn't just have a glass jaw but a glass BODY. Wimp! Wimp! Not much of a boss; not much of a villain. I wonder if he uses Turtle Wax on that head of his?

BUGLE HEADLINE ALERT: Die here to unlock "Ball Ruined 1."

O) Spidey In The Machine

Now that the merriment has ceased, let us now worry about the new environment that we have found ourselves in. There are some new non-thug enemies to fight (finally!) and a bunch of puzzles to resolve (most of the rest of the levels are fairly puzzle-intensive--even a couple of the upcoming boss fights). The Flying Drones won't be much of a worry unless a Scout Drone (the little teeny-tiny ones that flit around in one or two areas) calls for reinforcements. Basically, all the Flying Drones do is fly around. However, they will fire at you, so be careful. The best strategy is to tag them with impact webbing.

Once the FMA ends, you'll be thrown right into your first puzzle. A group of messed-up drones will fly into all three boilers (only one at a time, though), and it's your job to shut the boilers down.

Boiler #1 is right in front of you when you regain control of Spidey. Jump over it and turn around to find the switch.

Boiler #2 is to your left (while facing the switch on boiler 1). Once you turn, the switch will be directly opposite you. Easy.

To get to Boiler #3, turn right from your current standpoint and head for the front of the room (where the green tunnel is). Keep the tunnel to your left and the switch will be to your right.

COMIC ALERT (Easy): Once you've finished with all three boilers, climb the ramp and follow the catwalk to find comic number 10, Amazing Spider-Man Vol. 2, #30.

Head down the green hallway (check out the waterfall behind the grating, and the puddle underneath it), being wary of the drone, and take the left turn--why am I telling you this? There's only one way to go! Ahem.

Once the latest FMA is over, run all the way past the big generators to the far end and jump up onto the turbine platform (but not onto or into the turbine if you don't want Spidey to be folded, spindled, and mutilated). Poke around the front end of the left generator to get the latest web power-up--Taser webbing! A little bit of this in your trap webbing will floor those drones in no time flat, and it powers up your impact webbing nicely, too.

Hop down to the floor in front of you and go over and inspect the computer to solve another puzzle. This one's simple--all you have to do is use the [], /\, and () buttons to stop their respective orbs in the green circle in the middle. They don't have to be lined up in any special order, they just all have to be in that circle.

WHAT IF MODE: The puzzle becomes a game of "Pong," here called "Paddle Battle." Move the paddle back and forth with the analog stick or the left and right on the D-pad. Score a point to solve the puzzle. (There's another bug in the game here--the opposing paddle will sometimes jitter and then stop dead. Someone told me that this was due to a Gameshark code, which puzzled me, because I wasn't using a Gameshark when it happened--the game is already on the easy side without the aid of cheats. It may have been because I was fooling around with the Stealth power. Nevertheless, it's easily solved--pause the game and unpause it to restart the CPU paddle.) Hey, at least it doesn't involve a banana.

Head up the ramp--now free of nasty lasers--and turn right to find the control room. Hit both switches (one on each side of the room) to turn off those turbines. Now you can get into the air ducts. (More weirdness--you can move Spidey around during the FMAs that come up when you shut off the turbines. Move him into the middle of the room and jump up and down. It's Spider-Ant!)

Head back out into the turbine room and climb or zip-line into either of the duct openings--you'll have to jump onto the top of the turbine first if you don't zip-line first, but they're slippery and Spidey will fall off if you don't jump on top right off the bat.

Head to the grate at the far end of the duct and peek out--that room is where you're going next. Zip-line up into the greenish shaft, get the health if you need it, and follow it to the next room.

Another security area--how novel! Go left after Spidey stops stating the obvious and head into the corridor--which, of course, is guarded by an Ever-Popular Laser Grid. Cute. Zip-line to the ceiling and CAREFULLY crawl through the openings in the grid, being aware that those lasers just love to take massive chunks of your energy (well, on difficulties higher than Kid Mode).

Once in the new security room, take out both switches--one opens the

door and one shuts down the laser grid, making your exit a breeze. Just take care of the two drones first. You can now leave the level.

COMIC ALERT (Kid Mode): Instead of leaving through the number 2 door, go back up into the ventilation shaft. Return to the beginning of this shaft and comic number 25, Amazing Spider-Man Annual #21, will be sitting in front of the fan (next to the health, if you didn't pick it up earlier; if you did, the comic will be all on its lonesome. Awww, poor thing).

P) Mission: Spidey

COMIC ALERT (Hard): As soon as the FMA ends, use L1 Targeting to look left to a little ledge. Swing over to it, then turn around and face the walkway you were just standing on. Carefully jump and web-swing back to the walkway, trying to land on its side. Do NOT crawl on any of the surrounding walls; you will be electrocuted, and Spidey will probably plummet to his death. If you succeed, crawl under to the bottom of the walkway and use L1 Targeting again to look for a small pinkish room below you in the central shaft. Swing down to it to find comic number 8, Spider-Man #25. Getting back up to the walkway is much easier than coming down was--stand at the edge of the little room, target the walkway, and swing on up. I consider this to be the second-hardest comic to get in the entire game, harder even than the comic in Spidey vs. Hammerhead.

For the rest of you, don't move when the FMA ends. Instead, stand still and hit R1. Spidey will zip-line up to a small ledge directly above the walkway. Carefully crawl around to the top of this ledge and face the central shaft. There should be a switch almost directly across from you; target it with L2 and use your trap webbing to hit it safely. Once you've done that, carefully push up to move Spidey off the little platform. Stop holding up as soon as he falls, or he'll fall to the wall and cling to it--and likely get zapped for his troubles. (If he does hit the wall, use jump to quickly flip off safely.)

Okay! Now that that fun task is over, we can enter the shaft and see what new pleasure awaits us. There are now three more puzzles to be solved before you can move on to the next level. Hit the switch just ahead and go down the ramp to Area #1.

Area 1--There are three Drone Generators in this room, which, needless to say, can make life hectic for Our Favorite Webhead. Head over to the machinery on the left side wall and jump on top of it to get some Taser webbing, which is a great help, then concentrate on taking out the generator (don't be afraid to target the Drones, either, if they begin to swarm you). Three hits will take out each generator. I find that impact webbing works the best here. Once you're done with them, hop over the conveyor belt and hit the switch. Return to the central area and head right to Area 2.

Area 2--I hate this area. There are four laser turrets located around a pillar in the center of the room. You want to get onto the pillar's balcony, where you can find a switch that will allow you to reach the switch that turns off the barrier guarding the way to Area 3. Unfortunately, the pillar itself is guarded by a force field, and you have to take out the laser turrets to continue.

There are two ways to do this: Listen to Spidey and let the turrets

take each other out, or just run amok and do it yourself. The only way I can get the turrets to hit each other is to run between a pair of them and then quickly zip-line to the ceiling (it's easier to do it by going either to the right or left than doing it between the pairs in front and back). Usually, the lasers track me half the time, and I get hurt anyway, but it will take out the lasers--although sometimes you're still left with one to destroy. Generally, although flashy, this method tends to be very bad for your health (fortunately, there's a lovely health power-up on the pillar's balcony). The other method is no less damaging to you, but it gets them out of the way quicker (and, if you have Stealth, they can't even shoot at you).

Once they're gone, go up on the pillar, hit the switch, and then hit the other switch in the rear of the room. Again, return to the center area and go right to get to area 3. (There's also a Taser webbing refill out here, if you need it.)

Area 3--Did I think the last area was bad? This one is even more annoying. There are two puzzles to solve, plus the very nasty Rolling Drones, who can track by body heat (making the Stealth power much less useful) and who enjoy firing missiles at our hero.

Go to the console on the left and push the temperature to max with the /\ button, then shut off the shield in the middle of the room with (). Exit the computer's interface and attack the Rolling Drones. If you have webbing to spare, you can throw lots of impact webs at them; the more efficient way is to put on web gloves, do two combos, put on a new set of gloves, and repeat until destroyed. (For some reason, if you have Taser webbing, the two machines in the rear on each side can often be taken out with one impact web.) Every time you take out a Rolling Drone, go back to the computer and push the temperature back up to max. Once all four of them are out of the way, you can worry about the switches.

You now have to time your web shots to the oscillation of the force field to hit all three switches. Don't bother with targeting; it slows you down and the reticle will disappear when the force field comes back. Just stay at the bottom of the ramp and hit the button as soon as the field disappears. Be aware that the oscillation will speed up every time you hit a switch. Once you've taken care of these switches, take care of the final barrier switch (in the rear of the room, as always, behind the pillar). Leave Area 3 and go right. The exit will be on the inside wall to your left.

COMIC ALERT (Normal): After you've solved all the puzzles, head back to the entrance instead of leaving. Comic number 26, Amazing Spider-Man Annual #21 (alternate cover) will be sitting out on the very first walkway.

KID MODE: There's no shield to worry about inside Area 3, and there are no Rolling Drones waiting for you. (Strangely enough, they will still appear in the Character Viewer if you're on your first game.)

Q) The Corkscrew (ver. 1 title: Downward Spiral)

Oh, boy, another long level involving a lot of switch-pushing. Your goal is to climb through four areas to the exit at the top of the level, shutting off barriers along the way while dealing with a large number of traps.

Each of the areas in this level is (apart from minor differences in ledge placement) identical; therefore, the same method will work in each area. Use L1 Targeting to look for a ledge with a flashing light on it just above each set of the opening-shutting metal doors and swing up to it while the doors are open. Carefully climb up onto that ledge, then carefully move straight across the area so that you are standing in the middle of the circular platform that runs around the bottom of each area. From there, you can use your webbing to hit each switch safely. Next, look for a ledge with a red light flashing above it; swing or zip-line to it, then zip-line up to the ledge directly above it--you are now nearing the top of the level. (It's best to zip-line up when the outer wall is being electrified; otherwise, if you're not careful, the lasers that fire here may kill Spidey and will definitely cause him to fall). From here, locate the tiny brown platform supported by metal struts at the top of the area and use L1 Targeting to swing up to it. You can now repeat the process.

Here are the highlights of each area:

Area 1--The top platform has Taser webbing.

Area 2--Drones will appear after you hit the switches; take them out before you continue your climb.

COMIC ALERT (Normal): Once through Area 2, head straight to the top of Area 3 without hitting the switches. (This is very difficult; beware the lasers, especially.) Look for a ledge near the top with a grating behind it; it's just below and to the left of the top platform. Swing or zip-line to the ledge to get comic number 32, Amazing Spider-Man #341. This comic will NOT appear if you hit even one switch. (I couldn't find this one on my own--it never occurred to me to try that!) Once you've got it, go back down and hit the switches, then continue to climb back up.

Area 3--You might encounter a drone; nothing else of note really happens here.

Area 4--More drones will swarm you when you turn off both switches; take them out before you climb back up. The exit is located on a ledge with a flashing light on the bottom in the second part of the area. Finally!

R) Spidey Vs. Lizard

Now this is a worthwhile boss fight. A very hard boss fight. Head immediately to the computer. Leave the containment option alone (for now) and prepare to solve another puzzle, this one with a time limit.

There are three vats that must be turned green to make a serum to cure Dr. Connors. In each of the vats, you must use the [], /\, and () buttons to stop their respective balls in the green zones of their respective columns, so it's best if you do NOT have a hair-trigger thumb for this puzzle. If you do, you'll be frustrated. If you succeed, that vat's letter will turn green and you can move to the next letter. Do NOT screw up! You really only have time to fix one vat if something goes wrong. (This is a bit of a pain on Hard.) You also cannot wait around too long. Once the time limit runs out, the Lizard will emerge and start attacking you, even if the serum isn't ready, and you'll have to restart. Once you've got the timing down on one vat, though, it isn't too hard to get the other two vats right--the timing

only changes on each difficulty level, not between vats (the only differences are where the green zones are and where the balls start their up-and-down bouncing). On Kid Mode, you don't even have to do this puzzle; lucky you. The serum will appear automatically once the fight starts.

Once all three vats are green, choose the containment override option, hit X, and then exit. The Lizard will now emerge and throw you into the next room, where the fight begins.

COMIC ALERT (Hard): Once the fight has started, do NOT pick up the purple serum cartridge! Instead, run directly to the third room. Comic number 12, Amazing Spider-Man #44, will be sitting where the second cartridge would normally be sitting. Another hard comic to get, mostly because of the Lizard's constant attacks and the lasers in room three.

COSTUME ALERT (Hard): Defeat the Lizard with serum shots ONLY to obtain the Insulated Suit, a must for defeating Hyper-Electro on Hard (unless you like a good challenge). You cannot allow the Lizard to be damaged by anything, and you must allow him to recover between shots--you can't just stand there and fire shots at him while he's vulnerable, or it won't work. His energy bar will NOT decrease, so you have to keep track of your shots yourself. (A very big thank you to whitespy 12, who figured that part out very thoroughly; I would not have gotten the costume without that message board post.) It takes somewhere between 15 and 25 shots to floor him (the upper limit, according to eds; my upper limit was 21, the lower 16, but I hit nearly every number in-between). You'll know when it works--he'll suddenly swoon and fall over (sometimes he'll start to chase you again first; when he falls over after this, it's quite amusing. Always give him a chance to move after 15 hits before shooting him again).

(Incidentally, there is a bug in many copies of the game, which will keep you from getting your costume on the first try and even on successive tries if you're very unlucky. How do you know if yours is bugged? Hit the Lizard fifteen times with the serum shots. After the fifteenth, run away and let him chase you for a few minutes. If he doesn't fall down within that time period, you've got a bugged copy. Pause the game and restart the level, and it should work. It won't work on successive tries if you don't hit him at least fifteen times at some point. Go figure.)

WHAT IF MODE: There are now large bowling pins scattered all over the level with the Lizard's face on them (who you gonna call? Lizardbusters! There, try and make a franchise out of that, Hollywood). The Lizard is just as vulnerable to these as he is to the serum, and not only that, they damage him. For once, a helpful extra.

BUGLE HEADLINE ALERT: Die here to unlock "Zeus Tear 1." I make no claims for spelling or grammar mistakes by the programmers; I just tells 'em as I gets 'em.

The Lizard is one bad mammer jammer. What should we start with? His throw? That doesn't hurt too much. What about his tail swipes? Well, they knock you down, and he often tends to be invincible to the serum while he performs it, but they don't hurt too badly. His claw swipe? Okay, that hurts. What happens if you go to the ceiling? He follows you and tries to knock you down. Now, put all this together and realize that he moves fast and loves to attack incessantly, and you'll

realize what a bear this fight can be.

Unless you're going for that comic, get the serum cartridge right away. The best time to shoot a serum shot at him is when he's simply walking towards you and not attacking--you'll usually have a clear shot at him and won't miss. If you're careful, you can also hit him as he's about to attack or when he's leaping at you, but it's slightly harder to get a good shot at him. Each serum cartridge gives you three shots; picking one up causes the other to regenerate. The first cartridge is in room 1, where the fight really starts; the second is in room 3. Stick to room 2 for most of your fighting; you have a lot of room to move there and can use R2 to move quickly across the room to either end to get a new serum cartridge.

Spidey once again voices his concern for Dr. Connors, but bear this in mind: "I was a fool to worry about hurting him before! I had forgotten how strong his armor-plated skin makes him!" That's Spidey himself, from Amazing Spider-Man #76 (a pretty good Lizard story, too, btw, by Stan Lee and [the sadly late] John Buscema). Knock him around as soon as the serum makes him groggy (unless you're getting the costume). You can also try to lure him near the lasers--they cripple him nicely--or throw the test-tubes at him, if punching and kicking get too boring. There's also regenerating health in rooms 1 and 3. Take him out as fast as you can--you can't outlast him by too much on Normal and Hard.

S) The Gauntlet (ver. 1 title: Aces High)

COMIC ALERT (Hard): Crawl or drop down the back of the very first building to find comic number 14, Spectacular Spider-Man #66.

For a change of pace, here we are with a web-swinging level. This one is complicated by red lasers that track you, drone generators that spew out clouds of annoying, well, drones, and laser turrets that want to blow you out of the sky. Isn't anything ever easy for Spidey? (As with all such levels, if you're having too much trouble, Stealth is the best power to have.)

The first laser tower is ahead and to the left, but swing to the center building first to take out a turret, get Taser webbing, and shut down a generator. If the drones start to surround you, just get out of there. Swing to the left to turn off the first laser detector, then cross to the right side to take out the second one.

Ahead and to the left (via the middle) is detector number three--'ware the laser turrets. Cross back over to the right side (again) to take out the fourth detector. Head to the central tower--be very careful of the four laser turrets at its base--and to the large dish to shut off the fifth detector.

COMIC ALERT (Normal): climb down the rear of this tower for comic number 31, Amazing Spider-Man #425.

You're almost to the end of the level now. Turn right and swing across the buildings--there's another turret to watch out for, plus a drone generator (take them out if you like) to reach the final laser detector, perched on a third high tower.

COMIC ALERT (Easy): On the rear of THIS tower you'll find comic number 24, Amazing Spider-Man #217.

From the top of this tower, head left to end the level.

KID MODE: You only have to take out three detectors to end the level.

T) Spidey Vs. Sandman Again

Just for a change of pace, another boss level! (Don't worry; you're almost out of the Bio-Tech area. This complex didn't span several city blocks in Burglary Interrupted, did it?) It's time to get revenge on the Sandman.

The Sandman will chase you all over the place, once again turning his hands into blunt weapons and trying to bludgeon you, just as he did in Catch That Train. When that palls for him, he'll attempt to throw you, and if you get too far away from him, he'll throw a huge, narrow sand-wave at you. This is not good on Hard, where he can level you in four hits; however, you can avoid nearly all his attacks by jumping or running whenever he starts to babble or laugh.

You have to head for the switch on the wall just in front of the fallen girder; this will increase the water pressure. Head to one of the other valves and stay in that general area. When the pressure reaches its max, hit the valve and try to lead the Sandman into the water. If you succeed, you can beat the daylights out of him while he simply writhes helplessly and yells. Once the water stops, he'll sit there wobbling for a moment, then turn into a puddle and reform, good as new, apart from the loss of health, of course. Repeat until he goes down. Believe it or not, even though he can often hurt you a little more than the Lizard, this is an easier fight. Payback is so, so sweet.

COMIC ALERT (all difficulties): Use the water to stun Sandman, then quickly climb up the building under construction. Climb on top of the crane to find comic number 2, Amazing Spider-Man #4. Be careful; if he recovers, he'll bring the entire building down on you, and you won't get the comic. This is easiest to get on Kid Mode or Easy.

COMIC ALERT (Easy): Pick up the Porta-Potty by the construction trailers to discover comic number 5, Peter Parker: Spider-Man Vol. 2, #16. I am NOT touching that thing without a pair of gloves.

COSTUME ALERT (Hard): Defeat the Sandman and you'll automatically receive the Alex Ross--Red costume. I think this is the prototype for the costume used in the movie. It's also pretty cool (says my inner comic nerd).

U) Konichi-wa, Spider-san

We are finally closing in on the end of the game. (Actually, once you've cleared it once or twice, it's possible to beat this game in about fifty minutes, even on Hard. Really.) Your goal now is to track down Electro (who is hiding somewhere in the museum, making life harder for you). To do this, you have to get out of this exhibit. Preventing you from doing that is the newest and last enemy, the Animatronic Samurai.

You'll start off facing a pair of these things, and, if you're smart, you'll use impact webbing on them. Even on Hard, two impact webs will take one of these monstrosities down; if you try going toe-to-toe with them, you may not get such happy results. Once you've blown them up,

pick up the remains, carry them inside the center room, and throw them at the generator (the first one will destroy only the screen and won't damage the generator).

That's all there is to this level. The only difference between the difficulty levels (aside from the amount of damage you take) is the number of samurai necessary to blow up the generator (it goes from four, including the one that blows up the screen, on Kid Mode, to eight or nine on Hard). Check the side room on the right first, the one with the two sumo statues in the middle of the room; there's Taser webbing there, and that takes these things down even faster. Don't worry if any of your throws miss; if you use up all the samurai, more will emerge from the level's entrance, and you can always go for the ones in the glass cases around outside of the generator room (just break the glass with impact webs). You really shouldn't have that much trouble, though.

COMIC ALERT (Easy): There's a room directly across from where you entered, on the other side of the area, with a giant golden Buddha statue sitting inside. Check behind the Buddha statue to find comic number 23, Amazing Spider-Man Vol. 2 2001 Annual.

V) Rock Of Ages

Almost there! I used to really hate this level until I figured out the trick that makes it just about the easiest level in the game.

You see, I used to zip-line and swing from sign to sign, trying to avoid the lightning rings that circle the area and Electro's lightning cascades, and also trying not to be zapped by the exploding televisions. The usual result? I'd have to restart because I got fried, or, failing that, I'd miss a swing and fall all the way to the bottom. Which, of course, made this level take forever.

Now, I have to say, there's a much better way to do this level, no matter what difficulty you're on. Jump up onto the wall, anywhere you like, and crawl upwards until Spidey's Spider-Sense goes off. Count off four beats as it goes off, leaving the D-pad or stick alone, and then hit the zip-line just as the Spider-sense stops (after the fourth beat). Spidey will zip all the way over to the opposite wall, avoiding Electro's lightning cascade entirely. This is also the perfect time to cross the lightning rings--because they stop when Electro tries to attack you, removing a fatal hazard entirely. Just keep climbing up and remember to use the zip-line trick every time your Spider-sense goes off, and you'll get to the top within a minute.

COMIC ALERT (Normal): There's an alcove with a lightning ring running across it near the bottom of the Ice Age area; it's a window looking out at a woolly mammoth fossil. I have never been able to remember which side it's on, but keep an eye out for it. Inside is comic number 28, Spectacular Spider-Man #258. Use your zip-line to go to the top of the alcove and crawl out safely; it might be best to wait for Electro to attack before you try to leave, because you'll be safe in there.

COMIC ALERT (Easy): There's a car sticking out of the wall near the top of the level (?), which is very hard to miss, in contrast to the above comic location. Sitting on the car's hood is comic number 30, Amazing Spider-Man #422.

W) Spidey Vs. Electro

COMIC ALERT (Normal): Locate the giant model of the Earth (it's usually opposite you when you begin the level) and zip-line up onto the ceiling as near it as possible. Crawl over so that you're right on top of it (while hoping that Electro won't knock you off the ceiling) and drop down onto it to get comic number 1, Amazing Spider-Man #9.

If you're on Hard, stop the game for a moment and go put on the Insulated Suit (unless you'd prefer a challenge); this will reduce the damage you take from lightning by half, and the Enhanced Strength ability is more than a little useful.

This really isn't such a hard fight. You need to get to the top of the lunar lander to beat on Electro; in the meantime, he'll throw lightning bolts at you and attempt to smooch you with the giant flying saucer model (this can be fatal on Hard). The easiest way to beat him is to run up both ramps and throw an impact web to distract him (it won't do much damage, though), then use a homing kick to take you straight to him. After that, you'll have time to punch him at least twice before his force field activates and pushes you off onto the floor. (Web gloves significantly reduce the amount of time it takes to defeat him.) There's plenty of health lying around and it always regenerates, so this fight is often easier than the two preceding it. Why, I don't know, but that's the way it is. Just repeat the process and he'll shortly go down.

COSTUME ALERT (Any difficulty): You'll automatically receive the Battle Damaged costume the first time you defeat Electro (if you're wearing Spidey's original threads, they'll automatically change to Battle Damaged when the next level loads).

X) The Best Laid Plans (ver. 1 title: Top Of The World)

Here are four handy hints to remember:

1. Stay away from Hyper-Electro.
2. Keep moving.
3. Stay away from Hyper-Electro.
4. There is no hint four.

Once the level finally starts, you'll have to take out the four capacitors by targeting the eight power generators (two for each of them). Hustle right along and use the jump-impact web trick to do it, so you can keep moving away from Electro.

Locate the upper left corner (there will be a capacitor sitting right in front of it). In the original version of the game, you should just see the corner of the second building; in the commonly-available version, there will be a very obvious bridge connecting the former Twin Towers. (On Kid Mode, the capacitors have already been rendered useless, so you can skip the first part and go right to the other tower).

Cross the bridge, or swing over the gap, and head for the antenna (there's also a couple of regenerating health power-ups at the antenna's base; come back over and grab them whenever you're injured). Zip-line and climb onto the top balcony to take out the generators; there are four, one on each corner of the balcony.

COMIC ALERT (Kid Mode): Comic number 11, Spider-Man #38, is right out

in the open between two of the generators.

Once the generators have gone, you've dealt a significant blow to Hyper-Electro--he'll only be able to heal himself once. Return to the other tower and lure Hyper-Electro into zapping one of the capacitors (being very careful of the lights on the ground; those are electric mines and do significant damage). The easiest way to lure him into zapping one is to run around to the opposite side of the capacitor. Whenever he changes position, just run (again) to the side opposite to his. Eventually, he'll stop throwing his huge lightning fields around (stay away from them; they can hit you twice for big damage) and try to zap you. If you're on the other side of the capacitor, he'll almost always hit it instead and become vulnerable.

On Kid Mode, Easy, or Normal, it's safe to punch (or kick) Hyper-Electro at this point; on Hard, you can't even get close to him without being shocked and subsequently stunned, so you'll have to get around the capacitor and quickly hit him with an impact web before he recovers (if you don't have Enhanced Strength, this takes forever, so I suggest you use that power).

Repeat this process. Once he's lost half or more of his health, he'll zip on over to the tower and heal himself; he'll have slightly more than half his health back, but the antenna will also collapse.

COMIC ALERT (Hard): This is without question the hardest comic to get in the entire game. Once the antenna has collapsed, return to that tower, get onto the antenna, and run down to the edge to find comic number 29, Peter Parker: Spider-Man Vol. 2, #2. Even if Hyper-Electro was stunned when you came over, he'll recover in time to attack you while you're on the antenna, and he'll follow you around. And if he doesn't knock you off, one slip will take care of that for him.

Just keep repeating the process outlined above and Hyper-Electro will finally be defeated (and shamefully fast on Kid Mode and Easy, I might add). Spider-Man will celebrate his victory by paraphrasing one of Mel Brooks' less successful movies, "Spaceballs." There's no accounting for taste, I suppose, though it's amusing the first time. Now come the credits (which are full of in-jokes that are frankly incomprehensible to anyone except the people that wrote them and which bores me stiff--I usually skip them).

BUGLE HEADLINE ALERT: Die here to get "Spider-Man and Electro."

WHAT IF MODE: Watch for a "surprise" when you defeat Hyper-Electro.

+-----+
6: Extras

Without a doubt, Spider-Man 2 is front-loaded with a ton of extra goodies. In fact, you have to play the game at least five times to unlock everything (once on Kid Mode and Easy, two consecutive times on either Normal or Hard, plus remembering to unlock the Prodigy costume). Also, do remember that there's one Bugle Headline ("Spider-Ambush") that cannot be unlocked without the help of a cheat code--once you've honestly unlocked everything else in the Gallery (all the comics and Portfolio pictures, plus all the other headlines), use the cheat password to unlock that final headline, which can be saved to the memory card. Here's an easy unlock method (for all those who won't stop asking "How do you unlock this or that?"):

1) Do the training levels to unlock the Attack Challenge Session, then unlock the Prodigy costume (by defeating at least 75 thugs in the Attack Challenge; you can simply quit after that and you'll still get the costume).

2) Play through Kid, Easy, and Normal once apiece to find 24 of the comics, 18 Parker's Portfolio pictures, and five costumes (Battle Damaged, Alex Ross--White, Symbiote Spidey, Negative Zone, and Venom 2--Earth X). Remember that to earn the Negative Zone costume you MUST gather all four keys and insert them into the bomb before the ORIGINAL timer runs out (original timer! Original original original! If the timer is extended by any of the keys, and you would not have had enough time to insert all four on the ORIGINAL timer, you won't get squat!) on Smoke Screen (Normal).

3) Play through Hard mode once. If you haven't gotten the alternate losing headlines yet, die on Spidey Vs. Shocker, Wind Tunnel/Crash Flight, Catch That Train, Spidey Vs. Hammerhead, Spidey Vs. Lizard, and The Best Laid Plans/Top Of The World to get them. Also make sure to get the last eight comics and to defeat the Lizard using ONLY serum shots (see Section 5R, "Spidey Vs. Lizard," for more info). If you do all this, you'll get four costumes (Insulated Suit, Alex Ross--Red, Spider-Phoenix, and Dusk) and the last six Parker's Portfolio pictures.

4) You should now have all the honestly available Gallery items. Go to Cheats and enter the password "DRKROOM" to get the last optional headline, "Spider-Ambush." Make sure to save it to the memory card!

5) Play through Hard once more to unlock the last eight costumes (Spidey 2099, Captain Universe, Spidey Unlimited, Amazing Bag Man, Scarlet Spidey, Ben Reilly, Quick Change Spidey, and Peter Parker). You now have everything.

You can use any costume and/or combination of powers to do all this.

A) Special

a) Cheat codes

These codes are all taken from Gamewinners.com and are copyright 2001 Al Amaloo. Enter them in the "cheats" menu (I hope that was obvious!) and if you entered the cheat correctly, Stan Lee will yell "Excelsior!" and the game will give you a message at the top of the screen telling you what you unlocked. There are significantly fewer passwords this time around.

Debug mode: "DRILHERE"

Whee! Bored? Tired of the same old display? Now you can bring up a bunch of numbers to watch while playing the game. I'm not sure if this actually does anything else at all. Cannot be saved to the memory card.

Level select: "NONJYMNT" (hah!)

Want to skip ahead and see levels you haven't gotten to yet? Use this password. You can only save the levels up to whatever the last save point you've passed was via this method, and if you quit out before you get to a save point, choosing to continue at the main menu will only take you to Enter The Web-head. You cannot save all the levels to the memory card with this password. So play the game honestly, already!

Programmer's High Scores: "VVHISCRS"

Want to see how quickly the programmers cleared the Challenge Sessions? Use this password and find out. Compare your best scores to theirs. Strangely, the same set of scores is recorded for both Kid Mode and Normal.

Big Head Mode: "ALIEN"

Tired of looking at a normally proportioned Spider-Man? Use this password and Spider-Man will have a head larger than most of the rest of his body.

Big Feet Mode: "STACEYD"

Similar to Big Head Mode. If you enter the above password first, you can use both passwords at once and have a Spider-Man that would probably scare small children if he came up to them in the street.

What If Mode: "VVISIONS"

Are you really bored? Have you beaten the game four thousand times already and need something to do? Do you like bananas and light bulbs? Input this code and observe the disappointment that is What If Mode for yourself. For this to work you have to either continue from "Enter The Web-head" or start a new game from the beginning and play all the way through the game--it cannot be saved to the memory card and will even cancel itself out if you quit the game but leave it running.

Unlock All Training Levels: "CEREBRA"

In case the training levels are too hard for you or something, you can use this to unlock all of them. Only for the very, very lazy. This can be saved to the memory card.

Unlock All Costumes: "WASHMCHN"

Don't want to go to the effort to unlock all those costumes? Use this code. This can be saved to the memory card. (What will you have for a goal now, though?) This also automatically unlocks the "Create-A-Spider" powers (for obvious reasons--if you've got all the suits, you've got all the powers).

Unlock All Gallery Entries: "DRKROOM"

This is actually necessary if you're trying to unlock everything (see above or read Section 6Ba for details). This can be saved to the memory card.

Unlock Everything: "AUNTMAY"

This can also be saved to the memory card. Oh, well.

Swear Filter: This isn't strictly a cheat, and it also works at the name entry screen, but this is as good a place to put it as any. Enter any random bit of profanity and Spidey will pop up and change it to a random non-sequitur like "TOFFEE," "CAKE," "ELEPHANT," etc.

The following fake passwords do nothing: "SUPERGOD" and "SPIDRHIST."

b) Costumes and Create-A-Spider powers

All costumes have the normal game powers. If no other power is listed, that costume unlocks nothing. The powers each costume unlocks in Create-A-Spider mode is listed after the costume name.

Spider-Man (power: normal game powers)

Unlock: Load the game.

Spider-Phoenix (powers: Invulnerability, Enhanced Strength, Enhanced Web-Swing)

Unlock: Beat the game once on Hard.

Prodigy (powers: Enhanced Strength, Double Jump Height, Enhanced Web-Swing)

Unlock: Beat at least 75 thugs in Attack Challenge Session (either mode).

Dusk (power: Stealth)

Unlock: Collect all 32 comic books.

Insulated Suit (power: Enhanced Strength; power unique to suit: half damage from lightning and electricity)

Unlock: Defeat the Lizard on Hard using only serum shots (see section 4R, Spidey Vs. Lizard, for more details)

Alex Ross--Red (power: Double Jump Height)

Unlock: Beat the Sandman (Spidey Vs. Sandman Again) on Hard.

Alex Ross--White (power: Enhanced Web Swing)

Unlock: Beat the game once on Kid Mode.

Venom 2--Earth X (power: Unlimited Webbing)

Unlock: Beat the game once on Normal.

Negative Zone (power: normal game powers only)

Unlock: On Smoke Screen (Normal), collect all four keys on one go and insert them into the bomb before the original timer runs out.

Symbiote Spider-Man (power: Unlimited Webbing)

Unlock: Beat the game once on Easy.

Spider-Man 2099 (power: Enhanced Strength)

Unlock: Beat the game two consecutive times on Normal or Hard (thanks to eds for this info, which he found in the official book; I tested it and it does work).

Captain Universe (powers: Invulnerability, Enhanced Strength, Unlimited Webbing)

Unlock: Beat the game two consecutive times on Normal or Hard.

Spidey Unlimited (power: Stealth)

Unlock: Beat the game two consecutive times on Normal or Hard.

Amazing Bag Man (power: Can Only Hold 2 Web Cartridges)

Unlock: Beat the game two consecutive times on Normal or Hard.

Scarlet Spider (power: normal game powers)

Unlock: Beat the game two consecutive times on Normal or Hard.

Ben Reilly (power: normal game powers)

Unlock: Beat the game two consecutive times on Normal or Hard.

Quick Change Spidey (power: Can Only Hold 2 Web Cartridges)

Unlock: Beat the game two consecutive times on Normal or Hard.

Peter Parker (power: Can Only Hold 2 Web Cartridges)

Unlock: Beat the game two consecutive times on Normal or Hard.

Battle Damaged (power: normal game powers)

Unlock: Beat Electro for the first time. (If Spidey is wearing his original costume, it will automatically change to this one after Spidey Vs. Electro.)

c) Level Select

Beat a level to unlock it in Level Select. Even though you can save this to the memory card, it resets when you switch difficulties and you have to beat every level all over again to keep them saved to the memory card. Hey, I didn't program this thing.

B) Gallery:

a) Bugle Headlines:

"Captain America Foils Plot"

Unlock: Automatically appears before Enter The Web-head

"Warehouse Theft A Bust"

Unlock: Die on Spidey Vs. Shocker or let the fire reach the barrels

"Rolling Blackouts"

Unlock: Automatically appears after Spidey Vs. Shocker

"Spider-Man Apprehended"

Unlock: Die or let the plane be destroyed on Wind Tunnel

"Spider-Ambush"

Unlock: The only way to unlock this headline is with a cheat device or the password "DRKROOM"--if you're unlocking everything honestly, make sure to have all the other Gallery items first; it can be saved to the memory card

"Spider-Man Unmasked"

Unlock: Die or miss the train on Catch That Train

"Blackouts Continue"

Unlock: Automatically appears after Catch That Train

"Ball Ruined 1"

Unlock: die on Spidey Vs. Hammerhead

"Ball Ruined 2"

Unlock: Appears automatically after Spidey Vs. Hammerhead

"Zeus Tear 1"

Unlock: die on Spidey Vs. Lizard, _not_ Spidey Vs. Sandman Again

"Zeus Tear 2"

Unlock: Automatically appears after Spidey Vs. Sandman Again

"Spider-Man And Electro" (my favorite of the headlines)

Unlock: Die on The Best Laid Plans

"Thor Saves The City"

Unlock: Automatically appears after The Best Laid Plans

b) Comic Collection:

In an effort to organize this quick reference guide a little, I've gone by number, rather than level, followed by a brief description of how to get the comic and the level and difficulty on which it appears.

1. Amazing Spider-Man #9: On top of the giant model of the Earth (Spidey Vs. Electro, Normal).
2. Amazing Spider-Man #4: Stun Sandman with water, then climb the building under construction and get on top of the crane (Spidey Vs. Sandman Again, any difficulty).
3. Ultimate Spider-Man #1 (white cover): On the rooftop near the end with four crates, web-yank the three on the left. They MUST be web-yanked; simply breaking the crates won't work (Enter The Web-head, any difficulty).
4. Amazing Spider-Man Vol. 2, #13: On the rooftop to the left of the last building (Burglary Interrupted, Normal).
5. Peter Parker: Spider-Man Vol. 2, #16: Underneath the Porta-Potty next to the construction trailers (Spidey Vs. Sandman Again, Easy).
6. Peter Parker: Spider-Man Vol. 2, #22: Hit all seven of the switches in the level. Once back inside the roundhouse, check behind the train sitting in front of the No. 3 door (Heart Of Darkness, Normal).
7. Amazing Spider-Man #21: Underneath the photocopier near the beginning of the second floor (Gangland, any difficulty).
8. Spider-Man #25: Find a way to get underneath the very first walkway, then use L1 Targeting to find the pinkish alcove down below in the central shaft and swing to it. (Mission: Spidey, Hard)
9. Amazing Spider-Man Vol. 2, #29: Destroy all three of the machine guns in the second half of the level, then return to the nearest end of the suspension bridge. (Rooftops By Night, Hard)
10. Amazing Spider-Man Vol. 2, #30: After you've finished the boiler puzzle, climb up the ramp and check the catwalk. (Spidey In The Machine, Easy)
11. Spider-Man #38: On the top balcony of the antenna, between two of the generators. (The Best Laid Plans, Kid Mode)
12. Amazing Spider-Man #44: Do the serum puzzle. Do NOT pick up the first serum cartridge. Instead, run to the third room. (Spidey Vs. Lizard, Hard)
13. Amazing Spider-Man #46: Inside the flames behind the Shocker at the start of the fight. (Spidey Vs. Shocker, Hard)
14. Spectacular Spider-Man #66: On one of the ledges at the back of the very first building. (The Gauntlet, Hard)
15. Peter Parker: Spider-Man #85: At the very start of the level, pick up the barrel to your left. (Warehouse 66, Easy)
16. Peter Parker: Spider-Man #90: Once you've webbed one of the

plane's engines, return to the very first area and look under the netting. (Wind Tunnel, Normal)

17. Peter Parker: Spider-Man #92: Pick up the crate sitting by the rear fence on the left side of the hangar. (Hangar 18, Kid Mode)

18. Web Of Spider-Man #100: In the courtyard, pick up the trashcan that sits kitty-corner to a brick apartment building, across from the white office building. (Burglary Interrupted, Kid Mode)

19. Amazing Spider-Man #114: Head into the area from which Hammerhead emerges. Jump onto the bar and pick up each of the signs. (Spidey Vs. Hammerhead, Hard)

20. Spectacular Spider-Man #157: Sitting right out on the walkway to Area 2. (In Darkest Night, Easy)

21. Amazing Spider-Man #185: Follow the lower ledge around the back of the third building. (To Catch A Thief, any difficulty)

22. Spectacular Spider-Man #197: On top of the crane that is hoisting the girder. (Enter The Web-head, Easy)

23. Amazing Spider-Man Vol. 2 2001 Annual: Behind the golden Buddha statue in the side-room on the opposite side of the level from the entrance. (Konichi-wa, Spider-san, Easy)

24. Amazing Spider-Man #217: On the back of the very last laser detector tower (The Gauntlet, Easy)

25. Amazing Spider-Man Annual #21: After finishing all the puzzles, return to the air duct and go back to where the health was (in front of the fan). (Spidey In The Machine, Kid Mode)

26. Amazing Spider-Man Annual #21 (alternate cover): After finishing all the puzzles, return to the very first walkway. (Mission: Spidey, Normal)

27. Spectacular Spider-Man #220: After saving the hostage in the elevator, return to the entrance of the level. (Gangland, Hard)

28. Spectacular Spider-Man #258: At the beginning of the Ice Age area, look for an alcove showing a wooly mammoth skeleton. (Rock Of Ages, Normal)

29. Peter Parker: Spider-Man Vol. 2, #2: Once Hyper-Electro has collapsed the antenna, climb onto it and run to the tip. (The Best Laid Plans, Hard)

30. Amazing Spider-Man #422: On the hood of the car sticking out of the wall, near the top of the level. (Rock Of Ages, Easy)

31. Amazing Spider-Man #425: On the back of the central tower guarded by four laser turrets. (The Gauntlet, Normal)

32. Amazing Spider-Man #341: Reach the third area and climb to the top without hitting either switch. Look for a ledge with a grating behind it, just below the top platform. (The Corkscrew, Normal)

c) Character Viewer list

All of the characters in the character viewer list appear automatically during the course of the game. Finishing the game will pretty much automatically give you all the character profiles. Here's a list of all of them, along with the point where they appear in the viewer:

Character	Appears
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1. Spider-Man	start
2. Henchman	Enter The Web-head
3. Hired Goon	Rooftops By Night
4. Shocker	Spidey Vs. Shocker
5. Mercenary	Smoke Screen
6. Train Yard Guard	In Darkest Night
7. Sandman	Catch That Train
8. Gangster	Gangland
9. Hammerhead	Spidey Vs. Hammerhead
10. Flying Drone	Spidey In The Machine
11. Rolling Drone	Mission: Spidey
12. Scout Drone	Spidey In The Machine
13. The Lizard	Spidey Vs. Lizard
14. Animatronic Samurai	Konichi-wa, Spider-san
15. Electro	Spidey Vs. Electro
16. Hyper-Electro	The Best Laid Plans
17. Dr. Watts	FMV: "The Needle"
18. Rogue	start
19. Professor Xavier	start
20. Beast	start

d) Movies and storyboards

Unlike the first game, where you couldn't unlock the storyboards until you'd beaten the game for the first time, in this game you unlock each storyboard after you've seen the appropriate movie (so, when you see the "Manners" FMV, the storyboard will also appear in its viewer). There are 25 movies and 23 storyboards (there are no storyboards for "Vicarious Visions Intro" or "Previously On Spider-Man"). Here's a complete list of movies, along with info on where they appear in the game. (This list can also be used for the Storyboards.)

Movies	Appears
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1. Vicarious Visions Intro	start
2. Previously On Spider-Man	start
3. Prologue	before Enter The Web-head
4. The City	before Burglary Interrupted
5. Warehouse 66	before Warehouse 66
6. Manners	before Spidey Vs. Shocker
7. Shockers Defeat	after Spidey Vs. Shocker
8. City Rooftops	before Smoke Screen
9. Police Ambush	before Hangar 18
10. Hangar 18	before Wind Tunnel
11. Daring Rescue	after Wind Tunnel
12. Darkness Falls	before Catch That Train
13. A Hero No Longer	after Catch That Train
14. Interlude	before Gangland
15. The Needle	before Spidey Vs. Hammerhead
16. The Plot Thickens	after Spidey Vs. Hammerhead
17. Sneaking In	before Spidey In The Machine
18. Mad Reptile	before Spidey Vs. Lizard

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|--------------------------|---------------------------------|
| 19. Repentance | after Spidey Vs. Lizard |
| 20. Spidey To The Rescue | before Spidey Vs. Sandman Again |
| 21. Down The Drain | after Spidey Vs. Sandman Again |
| 22. Boss... Look! | after Spidey Vs. Sandman Again |
| 23. Spidey Monogatori | before Konichi-wa, Spider-san |
| 24. Ascension | before The Best Laid Plans |
| 25. Epilogue | after The Best Laid Plans |

e) Parker's Portfolio

Every time you beat a boss level on a difficulty for the first time, you unlock a Parker's Portfolio picture. (The levels are, for the record, Spidey Vs. Shocker, Spidey Vs. Hammerhead, Spidey Vs. Lizard, Spidey Vs. Sandman Again, Spidey Vs. Electro, and The Best Laid Plans.) Beating Kid Mode and Easy will earn you 12 pictures by Kaare Andrews; beating Normal will earn 6 pictures by Mark Bagley; and, best of all, beating Hard will earn 6 beautiful black-and-white pen-and-ink drawings by John Romita, Sr., one of the all-time great Spidey artists.

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7: Bugs And Gaffes (and a trick!)

Here's a brief collection of Spider-Man 2 "fun fact" garbage. Actually, it's more like a compendium of embarrassing mistakes on the behalf of the programmers, whose only previous efforts were on the Game Boy Color--cut them some slack, OK?

--On rare occasions, Spider-Man will fall through the floor of the level and the level will reset itself. This has happened to me twice, on Spidey Vs. Lizard and Konichi-wa, Spider-san.

--In What If Mode, on the Spidey In The Machine level, the CPU paddle in the "Paddle Battle" game sometimes stops dead for no apparent reason (pausing the game restarts it). (Note: According to Al Amaloo's note at Gamewinners.com, you can also play the game outside of What If mode by crawling through the laser grid and disabling the fans without disabling the laser grid first, then going back out and heading to the computer that normally disables the laser grid--and where you would play the paddle game in What If mode. Hmm....)

--The "Spider-Ambush" headline cannot be legitimately unlocked without the use of a cheat device or password. This may or may not be related to the overhaul the game underwent after Sept. 11th, because it apparently can't be unlocked in the original version, either. I now have a theory about this (don't I always). The other headlines (with the exception of the first one and the Zeus Tear headlines, which are gotten on two different levels) are always paired on a level--dying gives you one headline, winning gives you another. The EXCEPTION to this is "Spider-Man Apprehended"--no headline comes up after you finish Wind Tunnel/Crash Flight. I believe that "Spider-Ambush" was originally intended to come up here and, for whatever reason, this was not implemented in the final code.

--Occasionally, while crawling on a perfectly flat surface and without the camera changing direction, the controls will reverse themselves; letting go of the pad or stick usually solves the problem.

--In the storyboard for the "Repentance" FMV, Curt Connors has both his arms (this was fixed in the movie). (And, why does Bio-Tech's layout in the "Prologue" FMV match the layout in The Gauntlet even though it

doesn't match the ground-level layout of Burglary Interrupted?)

--Not only is there no character profile for the Beetle, he completely disappears from the game after the "Interlude" FMV, where he is shown among Hammerhead's gang.

--And of course here's the most frustrating bug of all--in many, perhaps even most copies of the game, the method to unlock the Insulated Suit will not work on the first try, requiring you to restart the level. In fact, further testing and fooling around has shown me that you STILL won't get it on the second try if you never threw any serum shots at the Lizard on the first--you have to try once, fail, then restart. I don't get it.

--Ishaan Sahdev says that he got a form of Impact webbing by pressing kick + web at the same time. This does work... but in Neversoft's original Spider-Man (or at least the Dreamcast version, which is the one I happen to own), NOT Spider-Man 2. You sent your tip to the wrong FAQ author, my friend! I was moved in this direction by eds, who kind of danced around the matter before admitting that he was wrong. (A big kick in the pants for you, my friend.) This is why I could only get ye olde overhead web-swing (albeit a wonked-out version) to work with this trick. I'm leaving this in solely so no one else bothers me about it.

--A bug that won't contribute to high blood pressure problems was sent in by John Q. Jones: His son Andrew discovered that, on Spidey Vs. Sandman Again, if you use the web shield near the girders of the collapsing building (if I remember this right--I lost the e-mail, unfortunately), a remainder of it will follow Spidey around for the rest of the fight! (This is similar to a bug I saw while playing a rented version of the N64 Spider-Man on the "Subway" level.) I got this to work several weeks ago and it's a lot of fun to watch, if a bit bizarre.

--Surprise! Here's a trick for anyone who has bothered to read all the way through this FAQ: In the Character Viewer, highlight Spider-Man and press all four shoulder buttons (L1 + L2 + R1 + R2). You'll see Spidey's textures fade, and he'll become a wire-frame model. Press the same buttons again to turn him back to normal. It won't work with any other character, but it will work in the Costume and Create-A-Spider menus. Just a little "surprise" for readers of this unofficial maintenance update. (This was contributed to Gamewinners.com by Danial86.)

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8. Acknowledgements:

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--and you, for reading this FAQ, unless you didn't like it, in which case I won't thank you, so nyah.

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