

WARNING: PLEASE CAREFULLY READ THE PRECAUTIONS BOOKLET INCLUDED WITH THIS PRODUCT BEFORE USING YOUR NINTENDO® HARDWARE SYSTEM, GAME DISC OR ACCESSORY. THIS BOOKLET CONTAINS IMPORTANT SAFETY INFORMATION.

IMPORTANT SAFETY INFORMATION: READ THE FOLLOWING WARNINGS BEFORE YOU OR YOUR CHILD PLAY VIDEO GAMES

AWARNING - Seizures

- Some people (about 1 in 4000) may have seizures or blackouts triggered by light flashes, such as while watching TV or playing video games, even if they have never had a seizure before.
- Anyone who has had a seizure, loss of awareness, or other symptom linked to an
 epileptic condition should consult a doctor before playing a video game.
- Parents should watch when their children play video games. Stop playing and consult a doctor if you or your child have any of the following symptoms:

Convulsions Altered vision Eye or muscle twitching Involuntary movements Loss of awareness Disorientation

To reduce the likelihood of a seizure when playing video games:

- 1. Sit or stand as far from the screen as possible.
- 2. Play video games on the smallest available television screen.
- 3. Do not play if you are tired or need sleep.
- 4. Play in a well-lit room.
- 5. Take a 10 to 15 minute break every hour.

AWARNING - Repetitive Motion Injuries

Playing video games can make your muscles, joints or skin hurt after a few hours. Follow these instructions to avoid problems such as tendonitis, carpal tunnel syndrome or skin irritation:

- · Take a 10 to 15 minute break every hour, even if you don't think you need it.
- If your hands, wrists or arms become tired or sore while playing, stop and rest them for several hours before playing again.
- If you continue to have sore hands, wrists or arms during or after play, stop playing and see a doctor.

WARNING - Electric Shock

To avoid electric shock when you use this system:

- . Use only the AC adapter that comes with your system.
- · Do not use the AC adapter if it has damaged, split or broken cords or wires.
- Make sure that the AC adapter cord is fully inserted into the wall outlet or extension cord.
- Always carefully disconnect all plugs by pulling on the plug and not on the cord.
 Make sure the Nintendo GameCube power switch is turned OFF before removing the AC adapter cord from an outlet.

ACAUTION - Motion Sickness

Playing video games can cause motion sickness. If you or your child feel dizzy or nauseous when playing video games with this system, stop playing and rest. Do not drive or engage in other demanding activity until you feel better.

ACAUTION - Laser Device

The Nintendo GameCube is a Class I laser product. Do not attempt to disassemble the Nintendo GameCube. Refer servicing to qualified personnel only.

Caution - Use of controls or adjustments or procedures other than those specified herein may result in hazardous radiation exposure.

CONTROLLER NEUTRAL POSITION RESET

If the L or R Buttons are pressed or the Control Stick or C Stick are moved out of neutral position when the power is turned ON, those positions will be set as the neutral position, causing incorrect game control during game play.

To reset the controller, release all buttons and sticks to allow them to return to the correct neutral position, then hold down the X, Y and START/PAUSE Buttons simultaneously for 3 seconds.



The official seal is your assurance that this product is licensed or manufactured by Nintendo. Always look for this seal when buying video game systems, accessories, games and related products.



Nintendo does not license the sale or use of products without the Official Nintendo Seal.



THIS GAME SUPPORTS
GAME PLAY WITH ONE
PLAYER AND CONTROLLER.



THIS GAME REQUIRES A MEMORY CARD FOR SAVING GAME PROGRESS, SETTINGS OR STATISTICS.

IMPORTANT LEGAL INFORMATION

Copying of any video game for any Nintendo system is illegal and is strictly prohibited by domestic and international intellectual property laws. "Back-up" or "archival" copies are not authorized and are not necessary to protect your software. Violators will be prosecuted.

This video game is not designed for use with any unauthorized copying device or any unlicensed accessory. Use of any such device will invalidate your Nintendo product warranty. Nintendo (and/or any Nintendo licensee or distributor) is not responsible for any domage or loss caused by the use of any such device. If use of such device causes your game to stop operating, disconnect the device carefully to avoid damage and resume normal game play. If your game ceases to operate and you have no device attached to it, please contact the game publisher's "Technical Support" or "Customer Service" department.

The contents of this notice do not interfere with your statutory rights.

This booklet and other printed materials accompanying this game are protected by domestic and international intellectual property laws.



VIOLENCE

Nintendo*

CONTENTS

Go Wherever a Spider	Ca	n			*	ħ.		*			*1		*	*		٠.		4
Create a Profile				4	٠	è	à		W.	á	23		40	0.0		*	٠	4
Pause Menu Screens.	2 (2)		*	4.	1				.50	4	5	,	7			7		4
Do Whatever a Spider	Ca	n		é	4	÷		*	(4)			4	*	*	+	*		6
Swinging	5.5					*	ž	÷	,		*		÷	ř.		8		8
Web Attacks			20	(a)	9	47	34	E.	(6)	(4)	90	9	ě.					9
Combat System			5			*	C.			·			ě			ě	9	10
General Info		9		p.		*			1	œ.	41	4		e	4	+:		13
Gameplay Tips		7	·		*				5			4		0.00				17
Credits	4 4		*	F.			4		45		4.	0		0	٠		٠	19
Customer Support										ě.				*				29
Software License Agre	em	e	nt			La V				W.			Contract Con		174			33

GO WHEREVER A SPIDER CAN

This time around, you get to go everywhere. Climb to the top of skyscrapers or dive down to the busy streets. Swing around Times Square or run inside the buildings of Manhattan. You and Spider-Man have free rein over the city.

CREATE A PROFILE

Login Screen

Start by creating a user profile to save your game progress. Enter a name using the directional buttons to navigate and press the A Button to select letters. Choose



keyboard to start the game.

PAUSE MENU SCREENS

Use the Pause Menu to access all game screens during play. Use the L and R Buttons to cycle through the Pause Menu screens. Use the + Control Pad and the A Button to highlight and select options. Press START to return to your game. From the Pause Menu you can access the following screens:

Missions

Go to the Missions screen to check the To Do List to stay up to date on what you've done and what you have to do next.



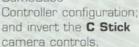
Save/Load

Save, load or start a new game.



Options

Here you can turn the Score Display, Rumble and Easy Swinging mode on and off; change the sound settings; view or change the Nintendo GameCube™





Status

Check on your Combat upgrades, Locomotion upgrades, Awards and Game Stats on this screen.



DO WHATEVER A SPIDER CAN

Controls

Action	Controls	Notes					
Attack/ Action	B Button	Press to perform different punches and kicks. Press to activate switches.					
Evade/ Attach to Wall	X Button	Press when Spider-Man's head flashes to dodge attacks. When you're near a wall, press and hold to attach to the wall and start crawling. Press and hold when you're near street lamps and flagpoles to grab on to them.					
Web	Y Button	Hold down the Y Button to tie up an enemy with webbing. Tap the Y Button to blind or disarm an enemy with webbing.					
Jump	A Button	Tap to jump. Tap again to perform a double jump. Hold down the A Button to charge your jump meter. Release the A Button to perform a charged jump.					
Web Swing	R Button	Press to begin swinging. (See Swinging on page 8 and Gameplay Tips on page 17 for swinging tips.)					
Sprint	L Button	Press and hold while running, crawling, swinging and web attacking to turbo charge your action.					
Grapple/ Pick Up	Y Button for hurt civilians Y + X Buttons for thugs	Hold the Y Button to web tie and reel in civilians who are in trouble. Hold the X Button while web tying a thug to reel the thug into a grapple.					

Action Controls Note		Notes	
Movement	Control Stick	Push a little to walk or push all the way to run.	
Rotate Camera	C Stick	Move the C Stick to rotate the camera. If you don't like the way the camera rotates, you can invertits movement on the Options screen of the Pause Menu.	
Spider Reflexes	↑ on the + Control Pad	Press ↑ on the + Control Pad to turn on Spider Reflexes Mode.	
Re-Center Camera	Z Button	Press the Z Button to re-center the camera behind Spider-Man.	
Web Zip (has to be purchased)	L Button + R Button	Press the L Button, then press the R Button.	
Camera Lock-on Mode	on the + Control Pad	Press ✓ on the + Control Pad to enter Camera Lock-on Mode. Move the C Stick left or right to toggle through the enemies.	
Pause	START	Press START to toggle the Pause Menu.	
Map	Z Button + START	View a 3D top view map of the city.	

SWINGING

If you picked **Easy Swinging** at the beginning of the game, just press the **R** Button to shoot a web, and hold on to the **R** Button as long as you want to swing. Let go of the **R** Button to release your web and sail through the air. Shoot another web by pressing the **R** Button again.

Normal Swinging gives you more precise control over Spider-Man. Tap the R Button to shoot a web and begin to swing. While swinging, you can tap the R Button again to immediately shoot another web. However, you can control your movement better if you first press the A Button to jump off your web. After sailing through the air for a while, tap the R Button again to start another web. (See page 17 for more tips on Normal Swinging.)

For best results under Normal Swinging, you need to master swing jumping. First do a charged jump off the ground so you can get some air before you begin. Then tap the **R** Button to shoot a web and begin to swing. As soon as you begin swinging, press and hold the **A** Button to charge your jump meter. When it's completely charged and you're moving in the direction you want to go, let go of the **A** Button to do a charged jump off your web. Fly through the air for a second or two, steering with the **Control Stick**. Then tap the **R** Button again to shoot your next web, and repeat. You're swing jumping!

To swing jump even faster, tap the **L** Button at the bottom of your swing for a turbo boost forward!

In Normal Swinging, you can stop yourself in midair by shooting a second web and hanging from two web lines at once. Tap the **R** Button to swing, as usual. While swinging, press and hold the **R** Button to shoot a second web. Whenever you press the **R** Button to swing, whether you're in Easy Swinging or Normal Swinging, you'll shoot a web at a good target in the direction that you're pointing the **Control Stick**. If you want your web to stick to the building ahead of you and to the left, just push the **Control Stick** forward and to the left while pressing the **R** Button.

If you want to change from Easy Swinging to Normal Swinging or vice versa, go to the Options screen of the Pause Menu.

WEB ATTACKS

As the amazing Spider-Man, you have a variety of web-based attacks at your disposal. See page 10 and 11 for a complete list of combos.

Web Tie: The classic Spider-Man action that allows you to tie up your foes. Hold down the Y Button to tie up enemies so they cannot attack Spidey. Enemies eventually work free of the webbing, so be sure to keep an eye out so you don't get surprised. Some powerful enemies can dodge out of the way of your webbing and some are completely invulnerable to it.

Impact Webbing: The web ball can be very helpful when fighting a group of enemies. Press and hold the L Button and press the Y Button to shoot a web ball at your enemy. They'll be momentarily entangled so you can take care of another enemy. Impact webbing is harder to dodge than a web tie.

Web Yank: Need to deal with an enemy who wants to stay at long range? Try the Y Button + back on the Control Stick to bring an opponent up close and personal where Spidey can deal with them properly. Press the Y Button and move the Control Stick in different directions to try different yanks.

See pages 11 and 12 for examples of Web Attacks.

COMBAT SYSTEM

Combos

Spider-Man 2™ has an open-ended combat system that lets you press Attack, Web and Jump commands in different sequences to perform combos that capitalize on Spider-Man's agility and quickness.

Dodge Button: This button comes in really handy when Spidey is being shot at or attacked by a bunch of thugs. When attacked, your Spidey sense tingles and Spidey's head flashes. Press the **X** Button when Spidey's head lights up and he will dodge the attack. From the dodge you can start a counter attack.

Purchase New Combos: There are multiple Upgrade Stores in the city where Spider-Man can go to upgrade his special abilities like swinging, combat and web attacks.

Air Juggle Combat: You'll often knock enemies up into the air. To Air Juggle a bad guy, just launch him into the air and then charge jump (hold down the A Button to charge up and then release) to catch up to the enemy. While in the air, you can begin to punch. Skilled players can use punches, kicks, jumps and web yanks to stay in the air while defeating all the bad guys.

Combat Combos

Some of these combos will work right from the beginning of the game, and others you have to purchase from the Spidey Stores in the city. Make sure to rack up those Hero Points so you can get more combos—including special combos not listed here!

Control	Action
B Button	Right Hook
B Button, B Button	Left Hook
B Button, A Button	Hop-over Head Punch (escape)
B Button, Y Button	Web Trip
B Button, B Button, B Button	Knockdown Punch
B Button, B Button, A Button	Jump-off Kick
B Button, B Button, Y Button	Web Hammer
B Button, B Button, Y Button, 360° Control Stick rotation	Link to Web Rodeo (hold the Y Button, rotate the Control Stick left) (clearing, knock away)
B Button, A Button, B Button	Air Kick (launches enemy)
B Button, Y Button, B Button	Double Fist Uppercut (launches enemy)
Y Button	Web Trap/Blind/Disarm
Y Button, ↑ on the Control Stick	Yank Up (launches enemy) (tap to blind/disarm, hold to trap)
Y Button,	Yank Toward Self (homing, launches enemy, range)

Control	Action
Y Button, ← on the Control Stick	Yank Left (distance)
Y Button, → on the Control Stick	Yank Right (distance)
Y Button, 360° Control Stick rotation	Web Rodeo (hold the Y Button, rotate the Control Stick) (clearing, knock away)
Y Button, B Button	Yank Kick
Y Button, B Button, B Button	Thrust Kick
Y Button, B Button, Y Button	Web Blast (knock away)
B Button	Roundhouse Kick (must be in Spider Reflexes)
B Button, B Button	Drop Kick (must be in Spider Reflexes)
B Button, B Button, B Button	Mule Kick (must be in Spider Reflexes)
L Button + B Button	Rising Uppercut (hold button to rise with target) (launches enemy, escape)
X Button + ↑ on the Control Stick	Dodge Back (when head flash appears)
X Button +	Dodge Back (when head flash appears)
X Button, B Button	Counter Flip Kick (dodge was successful)

Control	Action
X Button, ← on the Control Stick + B Button	Counter Elbow (dodge was successful)
X Button, → on the Control Stick + B Button	Counter Uppercut (dodge was successful)

Note: Some attacks are different and enhanced when Spider Reflexes are active.

GENERAL INFO

· Meters

The Health Meter decreases when you get hurt. To increase your health, pick up the health icon that appears after stopping various crimes in the city.



The Hero Meter shows how long you can keep Spider Reflexes going (press ↑ on the + Control Pad). You can fill up the Hero Meter by doing stylish Spider-Man moves like acrobatic swinging moves or dodging attacks.

The Jump Meter shows how much you have charged your jump. It increases as long as you press the A Button, indicating how high you'll jump when you let go.

· Jump While You Swing

While swinging, hold down the **A** Button to charge up your jump meter. At the end of your swing, release the **A** Button. This allows Spider-Man to get higher and gain momentum. See pages 8 and 17 for more swinging tips.

· Swing Boost

When swinging, press the **L** Button to get a swing speed boost. If you press the **L** Button at the bottom of your swing, you'll get the maximum boost.

· Citizens in Distress Missions

While swinging through the city you'll see civilians with a green ? icon over their heads. You can choose to approach them and begin a mission. First, walk up to the civilian, face them and press the B Button. They'll tell you that someone's being attacked, robbed or just needs help. Completing these missions earns Hero Points that you can spend in one of the Upgrade Stores.

· Random Crimes

Sometimes while swinging around the city you'll notice random crimes occurring. You can choose to intervene and stop the crime or continue on your way if you're too busy. It's not mandatory, but stopping these crimes earns Hero Points.

· Zoom Map

If you're outdoors, you can press the **Z** Button + **START** to show the zoom map. [The game will remain paused for as long as you want to look at the map.] Then use the following controls:

Control	Action
+ Control Pad or Control Stick	Move the map around
Y Button	Zoom out so you can see more area
A Button	Zoom in so you can see more detail
L and R Buttons	Show challenges, hint markers or key locations nearby
X or the Z Button + START	Leave the zoom map

· Hero Points

Spider-Man can earn Hero Points by doing a number of heroic things: stopping petty crimes, saving helpless civilians, beating up the super villains and many more... Use the Hero Points you earn to upgrade Spider-Man's combat, webbing and swinging abilities in one of the Upgrade Stores in the city.

Icons in the Game



Story Mission Objective (Blue)

Civilian Offering Information (Green)

Petty Crimes (Purple)



Objective for To Do List

Camera Icon (Yellow) (used in Daily Bugle Missions)



Citizens in Distress Mission Waypoint (Yellow)

Civilian Needing Help (Yellow)



Damaged Enemy (Red and Yellow)



Go Here Icon



Special Place Icon



Daily Bugle Icon



Pizza Icon



MJ's Apartment Icon



Peter's Apartment Icon



Upgrade Store Icon



Movie Theatre Icon



Trick Icon

Hint Icon

GAMEPLAY TIPS

- Normal Swinging: You can master swing jumping
 if you get the rhythm. While holding the Control
 Stick forward, press the R Button. Then hold the
 A Button for about 2 seconds to charge your
 jump meter until you're about two-thirds of the
 way through your swing and moving forward
 quickly. Let go of the A Button to do a charged
 jump. Sail through the air for a couple seconds,
 then repeat.
- 2. Normal Swinging: If you're having trouble gaining altitude, do the above steps for swing jumping, but wait an extra second before you let go of the A Button to do your charged jump. Spider-Man will leap higher in the air, but not as far forward. Then after a second, press the R Button again to keep swinging.
- 3. Whenever you press the R Button, Spider-Man tries to shoot a web at whatever object you're pointing at with the Control Stick. This might be a building, a tree or even a helicopter. So if you're swinging and you want to take a left turn, try shooting a web at the building on your left so your momentum will carry you in that direction. If you keep hitting the ground right after you start to swing, try doing a charged jump from the ground before you press the R Button to swing for the first time.
- For fast swinging, master the speed boost.
 Press the L Button at the bottom of your swing, then do a charged jump and go straight. Feel the burn.
- Visit the Upgrade Stores often for upgrades to your swing speed and more combos for combat.

- 6. Try not to get hit. Dodge incoming attacks and, if your timing is right, counter attack!
- 7. Many enemies have defenses against some of your attacks. If thugs are blocking all your normal attacks, try web-tying them (hold down the Y Button), or start a combo with the web button (the Y Button). If they're dodging your webbing, try out some aerial combos or impact webbing. And don't forget, there's always Spider Reflexes!
- If you get hurled through the air by an explosion or a hard hit, rapidly tap any button to shake it off and regain control.
- 9. If a mission seems too hard, choose **Restart Chapter**, save up some Hero Points, buy upgrades from the Upgrade Store and try it again!
- Not sure what to do? Check your To Do list in the Pause Menu by pressing START.
- 11. Press the Z Button + START to view the zoomout map to plan your route when you need to get through the city quickly. It lets you see where you need to go. You can take your sweet time and the best part is you can zoom all the way out to over a mile above the city!
- Master web-zipping, wall-running and springing off buildings to take the swinging experience to another level.
- 13. Be sure to save the game before you turn off your Nintendo GameCube™ console or you'll lose your progress. Press START, then press the R Button to get to the Save/Load screen, then choose Save Game.
- 14. Have fun!

CREDITS

Starring
Peter Parker™/
Spider-Man®
Tobey Maquire

Dr. Otto Octavius"/
Doc Ock"

Alfred Molina

Mary Jane Watson

Tour Guide Bruce Campbell

SPIDER-MAN 2 DEVELOPED BY TREYARCH

Creative Director Tomo Moriwaki

Technical Director/
Designer
Jamie Fristrom

Art Directors

Alexandre Bortoluzzi James Chao

Technical Director Michael Vance

Lead Game Designer Aki Akaike

> Chief Engineer Jason Bare

Chief Animator James Zachary

Chief Texture Artist

Chief Modelers Arnold Agraviador Cameron Petty Audio Director Tom Hays

Producers
Jeremiah Maza
Jonathan Zamkoff

Senior Producer Gregory John

Executive Producer
Bill Dugan

Design Designer

Andrew "Rook" Bains

Designer Richard Bisso

Designer Jason M. Bryant

> Designer Joel Burgess

Designer Brent Kollmansberger

Senior Designer Mark Nau

Senior Designer Eric Pavone

> Designer Chad Proctor

Writer/Designer Matthew B. Rhoades

> **Designer** Rey Samonte

Designer Hans Wakelin

Art Interface Artist Zenta Aki Special Effects
Mike Bambino

Modeler Tong Chen

Character Modeler Erik Drageset

Elik Di ayasa

Animator Ryan Duffin

Special Effects

Modeler

Travis Eastepp

Texture Artist

Modeler Douglas Guanlao

Modeler Anthony Han

Concept Artist/ Texture Artist Ian Peter Diesen Hosfeld

Modeler

Chad "Machine" Jones

Modeler

Barbara Krug

Character

Texture Artist Michael McMahan

Modeler/Texture Artist

Quinn Nguyen

Character Modeler Kevin Pasko

> Animator Adam Rosas

Technical Art Director Pascal Sahuc

> Texture Artist Manuel Salazar

Modeler Jake Santa Ana

Texture Artist

Greg "Craola" Simkins

Animator Tim Smilovitch

Modeler

Modeler Erik Stone

Modeler Johnny Van Zelm

Code
Chief Technical Officer
Dr. Peter T. Akemann

Programmers David Cook

Beth Cutler Martin Donlon Toby Lael Bryan McNett Evan Olson

Programmer/ Designer Jeremy Parker

Programmer Bob Parkinson Jr.

Programmer Andrei Pokrovsky

Programmer Eduardo Poyart

Programmer Chris Strickland

Programmer Greg Taylor Programmer Joseph I. Valenzuela

> Programmer Leonardo Zide

Production
Associate Producer
John M. DeHart

Producer Nick Doran

Associate Producer Roberto Sanchez

Associate Producer Kevin Tomatani

Sound Editing and Design

Christopher Alba Brian Fredrickson Kris Giampa Charles Maynes

Additional Sound Effects Richard Adrian

Lead Dialog Editor Stephanie Brown

Dialog Editing and Mastering

Scott Purvis Michael Vangen

Foley Supervisor John Morris

> Foley Artists John Roesch Alyson Moore

Foley Mixer Marilyn Graf

Foley Recordist Scott Morgan Sound Assistant Peter Real

Audio Director/ Producer Sergio Bustamente II

Tools & Libraries Lead Programmer Wade Brainerd

Programmer John Allensworth

Programmer Shawn Baird

Programmer Andy Chien

Programmer Christian Diefenbach

Senior Programmer Paul Edelstein

Programmer Florent "GFS" Gluck

> Programmer Joey Headen

Technical Director Vladimir Kraytchenko

Programmer Jason McKesson

Programmer Michael Montague

Programmer Joe Nugent

Senior Programmer Dimiter "Malkia" Stanev

> Programmer Craig Stewart

Senior Programmer Krassimir Touevsky Quality Assurance

Adrian Balanon

Production Testers

Jim Call
Heath Cecere
Ismael Garcia
Elliot Jackson
Russell Johnson
Gavin Locke
Keith McClellan
Dave Padilla
Jason Ralya
Anthony Saunders
Aaron Smith

Additional Design

Christopher A. Busse Thomas Henderson Steve McNally Brian Reed David C. Sum

Additional Art
Sukru Gilman
Brad Grace
Jeff Hayes
Brian Morrisroe
Chuck Wadey
Michael Zimmerman

Additional Code

Dmitry Belay Ryan Broner James Jenista David Johnston John Lydon Tim Probst Charles Tolman

Additional Production

Susan M. Long Carlos Monroy

Additional Cinematics
Jonathan Lauf

Information Technology

Director of Operations
Rose Villasenor

IT Engineer John Andrunas

Administration
President,
Treyarch
Dogan Koslu

Office Manager Cory Chappell

Office Manager Doris Argoud

Technicolor Sound Services

Cinematics Mixer Phillip Kovats

Voice Talents
Black Cat
Holly Fields

Dr. Curt Connors Joe Alaskey

Harry Osborn Additional Voices
Josh Keaton

J. Jonah Jameson Additional Voices Jay Gordon

John Jameson" Additional Voices Charles Klausmeyer

Betty Brant[™]
Additional Voices
Bethany Rhoades

Robbie Robertson* Additional Voices Jeff Coopwood Aunt May Additional Voices
Mindy Sterling

Rhino" John Dimaggio

Quentin Beck/ Mysterio™ Additional Voices James Arnold Taylor

Shocker*
Additional Voices
Michael Beattle

Calypso*
Angela V. Shelton

Mr. Aziz[™] Additional Voices Keith Szarabajka

Police Officer Mike Mccoll

Arena Announcer Larry Huffman

Additional Voices

Roscoe "Rocky" Carrol Peter Lurie Niecy Nash David Sobolov Herschel Sparber Tasia Valenza

PUBLISHED BY ACTIVISION PUBLISHING, INC.

President, World Wide Studios Kathy Vrabeck

Production
Senior Producer
Matt Powers

Producers
Juan Valdes

Additional Producers
Alex Garcia

John Sweeney Casey Keefe

Sony Pictures Liaisons

Kelly Byrd Jeffrey Chen

Executive Producer Chris Archer

Vice President, North American Studios

Dave Stohl

Senior Producer Marc Turndorf

Vice President, North American Studios Murali Tegulapalle

Marketing & PR
Director, Global
Brand Management
Robert Kostich

Global Brand Managers

Michael Chiang Ted Chi

Associate Brand Managers Roy Aloiado

Hoy Alojado Vicharin Vadakan

Vice President, Marketing Will Kassoy

Vice President, Corporate Communications Maryanne Lataif Director, Corporate Communications Michelle Nino Schroden

Manager, Corporate Communications Ryh-Ming C. Poon

Publicist, Corporate Communications Aaron Grant

> Vice President of Technology Steve Pearce

Art Director David Dalzell

Additional Design Trey Watkins

Legal
Director, Business &
Legal Affairs

Greg Deutsch

Senior Paralegal

Mike Larson

Paralegal David Kay

Legal Administrative
Assistant
Danielle Kim

Special Thanks Philip Terzian

Philip Terzian Jay Komas

Creative Services
V.P., Creative Services
and Operations
Denise Walsh

Director of Creative Services Matthew Stainner Creative Services
Manager
Jill Barry

Creative Services
Assistant Manager
Shelby Yates

Packaging and Manual Design Ignited Minds LLC

Music Department
Worldwide Executive
of Music
Tim Biley

Music Supervisor and Licensing Coordinator Brandon Young

Music Department Thanks

The Distillers
Stu Sobol
Josh Brooks
Andie Brokaw
Alain Johannes
Natasha Shneider
Brian Bumbery
MTV
Rolling Stone

Quality Assurance/ Customer Support

Project Lead

Senior Project Lead John Rosser

Night Shift Lead Frank So

Third Shift Lead Baro Jung

> QA Manager Joe Favazza

TEST TEAM

Floor Lead Keefe Kwan

Floor Lead (Night Shift) Kop Tavornmas

Database Coordinator (Day Shift) Max Martin

> Database Coordinators (Night Shift)

Hadar Silverman Judd Hollander

Console Coordinators

Lee Cheramie Aaron Justman George Ngo

(Day Shift)
Brian Morrison

(Night Shift)

Testers

Gus Amador Ron Avila Hugh Bach Seth Belber John Berry Jonathan Bishop Tony Black Byron Brazil Anthony Broadnax Kyle Carey Ricky Castaneda James Cha Josh Chandler Hubert Cheng David Cherney Brandon Clark Michael Clarke

Alex Coleman Peter Cornforth Clifton Crotts Brian Crowder Leviticus Davis Kai Derebey David Dimov Brian Douglas John Durishan Matt Eagleson Rvan Ellis Derek Faraci Vince Fennel Ryan Ford Dave Garcia-Gomez Randy Guillote John Harvey Sasan Helmi Alex Hirsch Judd Hollander Kieran Teak Holly Bryan Jury Paul La Motte Laura Landolf Jason Lewis Rashad Lewis

Michael Liu Kris Kauthen Tim Keosababian Brian Keppler Scott Kiefer Kurt Kim Michael Kocel Kevin Kraeer Paul Kwon Matt Mahler Chad Makings Chad McDonald Tony Meysenburg Hideki Omega Jose J. Ornelas Mike Ortiz Trevor Page James Park

Richard Park

Richard Pearson

Andrew Linstrom

Sean Peotter Issaic Pfeiffer Danielle Pino David Powers Reza Rasoli Patrick Reddeck Martyn Rentzer Martin Rios Eric Rodgers Mike Ryan Reshan Sabaratnam Aldo Sarellano Aaron Sedillo Chris Shanley Chris Simon Justin Simonson Elizabeth Stockton Fritz Striker Duane Than Phil Thomas Frank Vasquez Nicholas Weaver

> Manager, QA Night Shift Adam Hartsfield

Clifton Webster

William Whaley

Tony White

David Wilkinson

Marc Williams

Manager, QA Third Shift Jason Levine

Manager, Technical Requirements Group Marilena Rixford

Sr. Lead, Technical Requirements Group Siôn Rodriguez y Gibson

Testers, Technical Requirements Group

Aaron Camacho Robert Lara Taylor Livingston Marc Villanueva

Localization Testers

Simon Dawes Erwan Jergouzo Christian Wegler Jose C. Cabezas

Manager. Customer Support Bob McPherson

Customer Support Leads

Gary Bolduc-Phone Support Michael Hill-E-mail Support

CS/QA Special Thanks

Tim Vanlaw Nadine Theuzillot Ed Clune Jason Potter Matt McClure Glenn Vistante Chris Keim Indra Yea Joule Middleton Todd Komesu Vyente Ruffin Chad Siedhoff Jennifer Vitiello Jeremy Shortell Sarah Pepin Nick Favazza Mike Rixford

Tyler Rivers

SONY PICTURES. INC.

Spider-Man 2 Theatrical Sound Design

Sony Pictures Consumer Products

Mark Caplan Laetitia May Eric Thomsen

MARVEL ENTERPRISES. INC.

Executive Producer/ Manager of Game Development Ames Kirshen

President of Worldwide Consumer Products Tim Rothwell

Executive Vice President Consumer Products. Promotions And Media Sales Russell Brown

President Of Publishing

Gui Karyo

Legal Affairs

Seth Lehman Joshua M. Silverman Carl Suecoff

Special Thanks

Avi Arad Ari Arad Joe Quesada Dan Buckley Chris Fondacaro Tom Marvelli

Jeff Poulin John Stires Erik Diehn

BLUR

Creative Director Tim Miller

CG Supervisor Jerome Denjean

CG Producer Sherry Wallace

Storyboards & Concept Art

Chuck Woitkiewicz Sean Monally

Layout Animator David Nibbelin

Animation Supervisor Jeff Weisend

CG Animator Lead Makoto Koyama

CG Animators Craig Gilmore Cemre Ozkurt.

Modelers

Jangwoo Choi Sebastien Chort Jerome Deniean Willi Hammes Alexandre Litchinko Barrett Meeker Nathan Reidt Laurent Pierlot Seuna Youb Shin Tim Wallace Dave Wilson

Finishing & Lighting

Jerome Denjean Willi Hammes Dan Knight

Tim Wallace Dave Wilson

Visual Effects

Daniel Perez Ferreira Kirby Miller

Rigging & Cloth Simulation

Paul Hormis

Animation Technical Director

Motion Capture Supervisor

John Bunt Motion Capture

Data Clean Up Rvan Girard

Motion Capture Actors

Gavin Carlton Meredith Charles Steve Gibbons James Lee Hymes Vanessa Vander Pluvm

Production Coordinator

Debbie Yu

Production Assistant Amanda Powell

Programming &

Systems Administration

Duane Powell Daemeon Nicolaou Matt Newell Barry Robison

MUSIC

KMEDM Michael McCuistion

Orchestrations

Lolita Ritmanis Larry Rench

Music Scoring Mixer Robert Fernandez

Orchestra Conductor Michael McCuistion

Orchestra Contractor Debbi Datz-Pyle

Music Preparation

Eric Stonerook Music

Recorded At

Eastwood Scoring Stage Los Angeles, CA

Booth Consultant

Lolita Ritmanis

Pro Tools

Vincent Cirilli Auricle

Richard Bronskill

ORCHESTRA

Concertmaster

Bruce Dukov

Violins

Richard Altenbach Darius Campo Lily Ho Chen Franklin D'antonio Joel Derouin Dave Ewart Pat Johnson Phillip Lew Robin Olson Claudia Parducci Katia Popov

Haim Shtrum Mari Tsumura Josephina Vergara Eun Mee Ahn Alan Grunfeld Razdan Kuvumiian Olivia Tsui

Violas

Brian Dembow Carrie Holzman Roland Kato Vicky Miskolczy Mike Nowak Simon Oswell John Scanlon Harry Shirinian Shawn Mann Shanti Randall

Cellos

Steve Erdody Larry Corbett Paula Hochhalten Armen Ksaiikian Miguel Martinez Cecilia Tsan Vahe Hayrikyan Tim Landauer

Basses

Ed Meares Drew Dembowski Sue Ranney lan Walker Chris Kollgaard Frances Lu Wiu

Flutes

Susan Greenberg Geri Rotella

Oboes

Leane Becknell Barbara Northcutt

Clarinets

Gary Boyyer Ralph Williams

Bassoons

Rose Corrigen Dave Riddles

French Horns

Brian O'Connor John Reynolds Steve Becknell Dan Kelley Rick Todd Joe Mever

Trumpets

Malcolm McNab Jon Lewis Gary Grant Marissa Benedict

Trombones

Charlie Loper Bill Reichenbach Phil Teele

Tuba

Tommy Johnson

Percussion

Tom Raney Wade Culbreath

Timpani

Peter Limonick

Harp

Katie Kirkpatrick

Piano

Mike Lang

Electric Guitar

Greg Herzenach

ADDITIONAL MUSIC

"Beat Your Heart Out"
Songs & Lyrics by
Brody Dalle
© 2003 Distilla Nation
Music BMI
All Arrangements by
The Distillers

Published by Chrysalis Songs/Distilla Nation Music (BMI) www.wbr.com "Theme from Spider-Man" Performed by The Distillers Written by Bob Harris

and Paul Webster

Published by Hillcrest

Music & Webster Music

The Distillers are:
Andy Granelli (Drums),
Brody Dalle
(Guitar/Vocals),
Ryan Sinn
(Bass/Vocals),
Tony Bradley
(Guitars/Vocals)

Recorded By

Jamie Kahn at Function B

Bass

Monte Vallier

Guitar

Nico Wenner

Organ

Marc Capelle

Drums

Jon Weiss

Additional Music

Red-Eye Christopher Alba

Voice Over Recorded at

Woodholly Studios Hollywood, CA

Sound One Studios New York, NY

Ron Rose Productions Detroit, MI Oregon Sound Recording Central Point, OR

DOLBY

For Dolby® Pro Logic® II Decoding: This game is presented in Dolby Pro Logic II. Connect your game console to a sound system with Dolby Pro Logic, Dolby Pro Logic II or Dolby Pro Logic IIx decoding to experience the excitement of surround sound. You may also need to select "Dolby Pro Logic II" from the audio options menu of the game.

TREYARCH THANKS Eric Steinmann

Dan Bunting Christian Busic Lisa Ikeda Patrick Kelly Jeff Schenkelberg Alicia Taylor Julia Bianco Joey Romero Neversoft. Luxoflux Shawn Capistrano Arny Hurdelbrink Terri McAlpine Larry Katata Kelsey Klamt Nigel Mills Rob Nesler Gloria Rodriguez Aimee Salvatore Gagandeep Sidhu Kristen Walkley Anthony Griffin

Chris Ovitz

THENSTILLINS



Beat Your Heart Out

Song and Lyrics by Brody Dalle

2003 Distilla Nation Music BMI. All arrangements by The Distillers.

Published by Chrysalis Songs/Distilla Nation Music (BMI)

Theme from Spider-Man

Performed by The Distillers Written by Bob Harris and Paul Webster Published by Hillcrest Music and Webster Music

www.wbr.com

The Distillers are:
Andy Granelli (Drums)
Brody Dalle (Guitar/Vocals)
Ryan Sinn (Bass/Vocals)
Tony Bradley (Guitars/Vocals)

Treyarch Special Thanks

Stan Lee
Steve Ditko
Sam Raimi
Mom & Dad
Martin Donlon...
See? in the credits
Brett Douville
Marlene & Kyra Dugan
Allan & Mary Dugan
Jeff Emery

Dianne Fristrom James Fristrom Amaria George... S.H.M.I.L.Y.? Giga...

Fluffy White Bunny for

taking the red pill

for technical assistance

Johnny Ricky & Karen Susana Haro Azure Wei Ju

> Emma Lai Doug Lea

Olive Lewis Morrissey Katie Mumper

Cathy Pascual Bonnie Pavone

Michael
Barbara & Robin Pavone
Alexandra Rosas for her
amazing support
Catherine Grace K. Santa
Ana (my little inspiration)
Parn Santa Ana

Santa Ana Family (those who believed in me) The Shirley Family for their infinite support

[understanding wife

& mother]

Judith & Rebecca Vance Isabel Valenzuela Kenneth Anne Marie & Christopher Vance Jim Leslie & Robert Young Yvonnie & Kids

ACTIVISION SPECIAL THANKS

Bobby Kotick Brian Kelly George Rose Secret Weapon Ignited Minds Absinthe Pictures AFM SAG Neversoft Matthew Geyer John Heinecke Flora Lew Melissa Webster Shelby Yates Ted Chi Lisa Gaudio Tiffany Everett Johnathan Adair Steffanie Bullis Brian "Demo Dude" Pass Ben Deguzman The Party Tape Robert Berger T.Q. Jefferson Jeff Poffenbarger Rick Firmetouchesern Nick Falzon Haley Falzon Ben Deguzman Peter "Chopper Dave" Muravez Nevin "The Hotness"

Dravinski

Jennifer Oneal Sam Gaglani Simon Ebejer Kragen Lum Brian Bright Stacey Drellishak Mike Ward Mike Fletcher

Adam Goldberg Nicole Willick Brian Clarke Brent Boylen Jay Gordon Aaron Gray Fric Koch

Chris Hewish Christian Astillero Eric Fernandez Eric Grossman

Graham Fuchs Patrick Bowman Jason Kim

Danny Taylor Lee Kekoa Joe Shackelford

Paul Lee Robert DePalma Scott Pease

David Luntz Christopher Scholz

Monica and Gabby Macias

Deanna

Jayna Sweeney Jonathan Ellis

Jennifer Archer James Jr. and Marion

> Connie Lee Margie & Lewis Kami Garcia Shelly Oberlin David Powers

> > & Maggie

CUSTOMER SUPPORT

NOTE: Please do not contact Customer Support for hints/codes/cheats; only technical issues.

Internet/E-mail: http://www.activision.com/support

Our support section of the web has the most up-to-date information available. We update the support pages daily, so please check here first for solutions. If you cannot find an answer to your issue, you can e-mail us using the support form. A response may take anywhere from 24–72 hours depending on the volume of messages we receive and the nature of your problem.

NOTE: Internet/e-mail support is handled in English only.

NOTE: The multiplayer components of Activision games are handled only through Internet/e-mail.

Phone: (310) 255-2050

You can call our 24-hour voice-mail system for answers to our most frequently asked questions at the above number. Contact a Customer Support representative at the same number between the hours of 9:00 am and 5:00 pm (Pacific Time), Monday through Friday, except holidays.

Please do not send any game returns directly to Activision without first contacting Customer Support.

It is our policy that game returns/refunds must be dealt with by the retailer or online site where you purchased the product. Please see the Limited Warranty contained within our Software License Agreement for warranty replacements.

Register your product online at www.activision.com so we can enter you in our monthly drawing for a fabulous Activision prize.

SWING INTO THE NEWEST SPIDER-MAN" ADVENTURE AS A SUPER HERO...



with the Official Strategy Guide from BradyGames!

- · Step-by-step swingthrough.
- · Spectacular boss strategy.
- · Coverage of all new webslinging abilities, advanced attacks and maneuvers.
- · Tips to achieve the highest hero rating and game secrets uncovered!
- · Signature Series Guide includes awesome bonus content, a premium item and much more!



To purchase BradyGames' Spider-Man™ 2 Official Strategy Guide, visit your local electronics, book or software retailer. Also available online at bradygames.com.

ISBN: 0-7440-0393-8 UPC: 7-52073-00393-7

PRICE: \$14.99 US / \$21.99 CAN / £9.99 Net UK







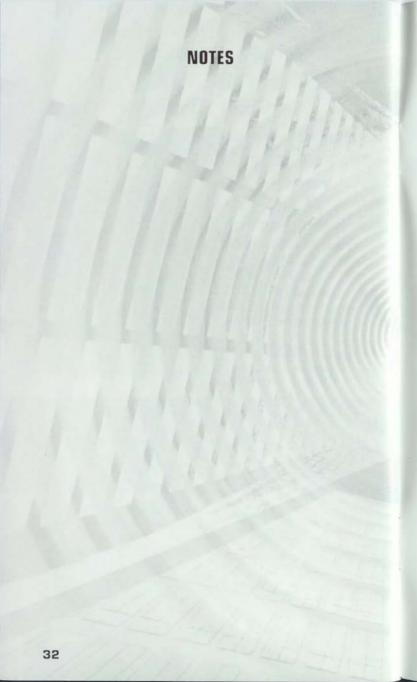






Spider-Man and all related Marvel characters, TM & € 2004 Marvel Characters, Inc. Spider-Man, the movie, € 2004 Columbia Pictures Industries, Inc. All rights reserved, Game code © 2004 Activision, Inc. and its affiliates. Published and distributed by Activision Publishing, Inc. Activision is a registered trademark of Activision, Inc. and its affiliates All rights reserved. The ratings icon is a registered trademark of the Entertainment Software Association, All other trademarks and trade names are the properties of their respective owners.

NOTES



SOFTWARE LICENSE AGREEMENT

USE OF THIS PROGRAM IS SUBJECT TO THE SOFTWARE LICENSE TERMS SET FORTH BELOW, "PROGRAM" INCLUDES THE SOFTWARE INCLUDED WITH THIS GARDEMBLY. IN HE ASSOCIATED MEDIA, ANY PRINTED MATERIALS, AND ANY ON-LINE OR ELECTRONIC DOCUMENTATION, AND ANY AND ALL COPIES AND DERIVATIVE WORKS OF SUCH SOFTWARE AND MATERIALS. BY OPENING THIS PACKAGE, AND/OR USING THE PROGRAM, YOU ACCEPT THE TERMS OF THIS LICENSE WITH ACTIVISION, INC. ("ACTIVISION").

LIMITED USE LICENSE. Activision grants you the non-exclusive, non-transferable, limited right and license to use one copy of this Program solely and exclusively for your personal use. All rights not specifically granted under this Agreement are reserved by Activision. This Program is licensed, not sold. Your license conters no title or ownership in this Program and should not be construed as a sale of any rights in this Program.

OWNERSHIP. All title, ownership rights and intellectual property rights in and to this Program and any and all copies thereof (including but not limited to any titles, computer code, themes, objects, characters, character names, stories, dialog, catch phrases, locations, concepts, artivork, animation, sounds, musical compositions, audio-visual effects, methods of operation, moral rights, and any related documentation, incorporated into this Program) are owned by Activision or its licensors. This Program is protected by the copyright laws of the United States, international copyright treatises and conventions and other laws. This Program contains certain licensed materials and Activision's licensors may protect their into its in the event of any violation of this Agreement.

YOU SHALL NOT:

- Exploit this Program or any of its parts commercially, including but not limited to use at a cyber cafe, computer gaming center or any other location-based site. Activision may offer a separate Site License Agreement to permit you to make this Program available for commercial use, see the contact information below.
- Sell, rent, lease, license, distribute or otherwise transfer this Program, or any copies of this Program, without the express prior written consent of Activision.
- Reverse engineer, derive source code, modify, decompile, disassemble, or create derivative works of this Program, in whole
- . Remove, disable or circumvent any proprietary notices or labels contained on or within the Program.
- . Export or re-export this Program or any copy or adaptation in violation of any applicable laws or regulations.

LIMITED WARRANTY, Activision warrants to the original consumer purchaser of this Program that the recording medium on which the Program is recorded will be free from defects in material and workmanship for 90 days from the date of purchase. If the recording medium is found defective within 90 days of original purchase, Activision agrees to replace, free of charge, any product discovered to be defective within such period upon its receipt of the Product, postage paid, with proof of the date of purchase, as long as the Program is still being manufactured by Activision. In the event that the Program is no longer available, Activision retains the right to substitute a similar program of equal or greater value. This warranty is limited to the recording medium containing the Program as originally provided by Activision and is not applicable to normal wear and tear. This warranty ball not be applicable and shall be void if the defect has arisen through abuse, mistreatment, or neglect. Any implied warranties prescribed by statute are expressly limited to the 90-day period described above.

EXCEPT AS SET FORTH ABOVE. THIS WARRANTY IS IN LIEU OF ALL OTHER WARRANTIES, WHETHER DRAL OR WRITTEN, EXPRESS OR IMPLIED. INCLUDING ANY WARRANTY OF MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE OR NON-INFRINGEMENT, AND NO OTHER REPRESENTATIONS OR CLAIMS OF ANY KIND SHALL BE BRIDGED ON OR DELIGATE ACTIVISION.

When returning the Program for warranty replacement please send the original product disk(s) only in protective packaging and include. (1) a photocopy of your dated sales receipt; (2) your name and return address typed or clearly printed; (3) a brief note describing the defect, the problem(s) you are encountering and the system on which you are running the Program; (4) if you are returning the Program after the 93-day warranty period, but within one year after the date of purchase, please include check or money order for \$20 U.S. currency per disc replacement. Note: Certified mail recommended.

In the U.S. send to: Warranty Replacements, Activision, Inc., P.O. Box 67713, Los Angeles, California 90067.

LIMITATION ON DAMAGES. IN NO EVENT WILL ACTIVISION BE LIABLE FOR SPECIAL, INGIDENTAL OR CONSEQUENTIAL DAM-AGES RESULTING FROM POSSESSION, USE OF MALFINIOTION OF THE PROBERM. INCLUDING DAMAGES FOR PRESONAL INJURIES, EVEN IF ACTIVISION HAS BEEN ADVISED OF THE POSSIBILITY OF SUID DAMAGES. ACTIVISION'S LIABILITY SHALL NOT EXCEED THE ACTUAL PRICE PAID FOR THE LICENSE TO USE THIS PROGRAM. SOME STATESCOUNTRIES DO NOT ALLOW LIMITATIONS ON HOW LONG AN IMPLIED WARRANTY LASTS ANDORE THE EXCLUSION OR LIMITATION OF INCIDENTAL OR CONSEQUENTIAL DAMAGES. SO THE AGENCY LIMITATIONS AND/OR EXCLUSION OR LIMITATION OF INCIDENTAL TO YOU THIS WARRANTY GIVES YOU SPECIFIC LEGAL RIGHTS, AND YOU MAY HAVE OTHER RIGHTS WHICH VARY FROM JURISDICTION OF JURISDICTION.

TERMINATION. Without prejudice to any other rights of Activision, this Agreement will terminate automatically if you fail to comply with its terms and conditions. In such event, you must destroy all copies of this Program and all of its component parts.

U.S. GOVERNMENT RESTRICTED RIGHTS. The Program and documentation have been developed entirely at private expense and are provided as "Commercial Computer Software" or "restricted computer software." Use, duplication or disclosure by the U.S. Government or a U.S. Government subcontractor is subject to the restrictions set forth in subparagraph (c)(1) in of the Rights in Tachnical Data and Computer Software clauses in DFARS 252.227-7013 or as set forth in subparagraph (c)(1) and (2) of the Commercial Computer Software Restricted Rights clauses at ERA 52.227-19, as applicable. The Contractor/ Manufacturer is Activision, Inc., 3100 Ocean Park Boulevard, Santa Monica, California 90405.

INJUNCTION. Because Activision would be irreparably damaged if the terms of this Agreement were not specifically enforced, you agree that Activision shall be entitled, without bond, other security or proof of damages, to appropriate equal table remedies with respect to breaches of this Agreement, in addition to such other remedies as Activision may otherwise have under applicable laws.

INDEMNITY. You agree to indemnify, defend and hold Activision, its partners, affiliates, contractors, officers, directors, employees and agents harmless from all damages, losses and expenses arising directly or indirectly from your acts and omissions to act in using the Product pursuant to the terms of this Agreement.

MISCELLANEOUS. This Agreement represents the complete agreement concerning this license between the parties and supersedes all prior agreements and representations between them. It may be animated only by a writing executed by both parties, if any provision of this Agreement is held to be unenforceable for any reason, such provision shall be reformed only to the settern tensessary to make it enforceable and the remaining provisions of this Agreement shall be reformed only to the extent necessary to make it enforceable and the remaining provisions of this Agreement shall not be affected. This Agreement shall be construed under California law as such law is applied to agreements between California residents entered into and to be performed within California, except as governed by federal law and you consent to the exclusive jurisdiction of the state and federal counts in Los Angeless. California.

If you have any questions concerning this license, you may contact Activision at 3100 Ocean Park Boulevard, Santa Monica, California 90405, (310) 255-2000, Attn. Business and Legal Affairs, legal@activision.com.

HARNESS THE POWER OF FOUR



FANTASTIC

Play as each member of the Fantastic Four in the ultimate team-based action-adventure game!

WWW.F4THEGAME.COM









